



ACHYUT HEALTHCARE LIMITED

(Formerly Known as ACHYUT HEALTHCARE PRIVATE LIMITED)

Registered Office: 610, Colonade, Behind Iscon Temple, Opposite IsconBrts 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 POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Members,
Achyut Healthcare Limited,

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 , 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and any other applicable laws and regulations, the following Special Business as set out hereunder are proposed to be passed by the members of **Achyut Healthcare Limited** (“**the Company**”) through Postal Ballot, by way of remote electronic postal ballot (“Postal Ballot”) by voting through electronic means (“E-voting”) only.

In terms of the requirements specified in MCA Circulars the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The details for e-voting are:

Commencement of remote e-voting	Conclusion of remote e-voting
Friday, April 25, 2025 from 9:00 a.m. (IST)	Saturday, May 24, 2025 till 5.00 p.m. (IST)

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process by following the procedure as stated in the said instructions. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The Board of Directors of the Company, at its meeting held on Thursday, April 17, 2025 has appointed Mrs. Janki Vaibhaskumar Shah, Practicing Company Secretary (M. No. F13510, COP No. 10836), proprietor of M/s SJV & Associates, Ahmedabad as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner through Postal Ballot.

The Scrutinizer will submit his Report, to the Chairperson of the Company (“**Chairperson**”) or to any other person authorized by the Chairperson upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The Results on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Tuesday, May 27, 2025 at the Registered Office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website and will be communicated to stock exchange, i.e. BSE Limited (BSE) where Equity Shares of the Company are listed.

In accordance with Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date for the voting period i.e., Saturday, May 24, 2025.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SPECIAL BUSINESS:

ITEM NO.1: MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF COMPANY FROM SME PLATFORM OF BSE TO MAINBOARD OF BSE

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as **Special Resolution**:

Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) (as amended from time to time), the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Part VIII of Chapter IX of ICDR Regulations and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded for the purpose of migration of Listing/Trading of Equity shares of company from SME platform of Bombay Stock Exchange (BSE) to Mainboard of BSE and upon migration the said equity share to get listed and traded on capital segment (Main board) of BSE from the date of Migration/ getting listed and admitted to be dealt on Main board of BSE as and when the Company is eligible for the same and to follow such procedures as specified by ICDR Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time to give effect to this resolution.

RESOLVED FURTHER THAT any of the directors or the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application, contracts, undertakings and/or related documents on behalf of the Company for the purpose of migration of Listing/Trading of Equity shares of company from SME platform of BSE to Mainboard of BSE.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (“the Board”) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on

behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key managerial Personnel or the officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution.”

ITEM NO.2: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH RELATED PARTY VIZ. M/S. ZENITH HEALTHCARE LIMITED

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 188 of the Act and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act and in terms of Regulation 23 of the SEBI Listing Regulations, as amended from time to time, subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the recommendation / approval of the Audit Committee & Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company Board, to enter into the contract(s)/arrangement(s)/transaction(s) with Zenith Healthcare Limited upto Rs.25 Crores, being a “related party” within the meaning of Section 2(76) of the Companies Act 2013 for transaction as detailed in explanatory statement, terms and conditions as the Board of Directors may deem fit, provided that the said transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company as detailed in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transactions, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.”

Registered Office:-

610 Colonnade, Iscon - Ambali Road,
B/H Iscon Temple,
Opposite Iscon,
BRTS Bus Stand,
Ahmedabad, Gujarat, 380058

**By Order of the Board of Directors,
For, Achyut Healthcare Limited**

**Sd/-
Jigen Jagdishbhai Modi
Managing Director
(DIN:-03355555)**

Date: - April 17, 2025

Place: - Ahmedabad

Notes:-

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the above-mentioned Resolutions and the reasons thereof is annexed as **Annexure I** hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. Members may note that the Postal Ballot Notice is available on the website of the Company at www.achyuthealthcare.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchange, i.e. BSE at www.bseindia.com. The Postal Ballot Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
3. The Board of Directors has appointed Mrs. Janki Vaibhavkumar Shah, Practicing Company Secretary (M. No. F13510, COP No. 10836), proprietor of M/s SJV & Associates, Ahmedabad as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
4. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs (“MCA”) the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant (“DPs”)/Company’s Registrar and Transfer Agent (“RTA”) or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialized form as on cut-off date i.e. Friday, April 18, 2025 will receive the Notice through electronic mode.
5. A Member cannot exercise his/her vote by proxy on postal ballot. However, Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorization etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at info@sjvandassociates.com with a copy marked to evoting@nsdl.com.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (‘PAN’), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. **For shares held in electronic form:** to their Depository Participants (“DPs”); and
 - b. **For shares held in physical form:** submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March, 2023 to KFin Technologies Limited, Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, 500032. The Members are requested to update their KYC details with Company/Company’s RTA.
7. The Resolution if approved with requisite majority by the Members through Postal Ballot shall be deemed to have been passed at a general meeting of Members on the last date specified for remote e-voting i.e. Saturday, May 24, 2025.
8. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, April 18, 2025 being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

9. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company has provided facility to Members to exercise their votes electronically through remote e-voting facility provided by NSDL.
10. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, April 18, 2025
11. During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
12. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his report to the Chairman / authorized Key Managerial Personnel.
13. The result of remote e-voting will be announced within the timeline of Regulatory provisions. These results will also be displayed along with Scrutinizer's report hosted on website of the Company and on the website of Stock Exchange BSE limited at and website of the NSDL (evoting@nsdl.co.in).
14. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Jigen Jagdishbhai Modi, Managing Director of the Company at the Registered office of the Company at 610 Colonade, Iscon - Ambali Road, B/H Iscon Temple, Opposite Iscon, BRTS Bus Stand, Ahmedabad, Gujarat, 380058 or by sending an e-mail at compliance@achyuthealthcare.com.
15. The instructions for remote e-voting by Members are as under:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> 2. If you are 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <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: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication,

	user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

B) 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:
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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.com 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Info@sjvandassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Hardik Thakkar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliance@achyuthealthcare.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) to compliance@achyuthealthcare.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered Office:-

610 Colonade, Iscon - Ambali Road,
B/H Iscon Temple,
Opposite Iscon,
BRTS Bus Stand,
Ahmedabad, Gujarat, 380058

**By Order of the Board of Directors,
For, Achyut Healthcare Limited**

**Sd/-
Jigen Jagdishbhai Modi
Managing Director
(DIN:-03355555)**

Date: - April 17, 2025

Place: - Ahmedabad

ANNEXURE TO NOTICE

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

ITEM NO.1: MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF COMPANY FROM SME PLATFORM OF BSE TO MAINBOARD OF BSE

The Company's Equity shares have been listed on a SME Platform of Bombay Stock Exchange (BSE) since 30th March, 2022 to till date. The Company has been performing consistently and has increased its business operations year by year. The listing of equity shares of the Company enhanced transparency in the functioning and the Company has been benefitted. Over the period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the company is geared up for moving on to the main board of BSE.

In terms of eligibility criteria prescribed for shifting from SME Exchange to Main Board, the Equity Shares of the Company must be listed on BSE SME for 3 years. Moreover, the paid-up equity capital of the Company shall not be less than 10 crores and the market capitalization of the Company's equity shall not be less than 25 crores. Further, the Company should comply with other eligibility norms. The Company's current paid up share capital is Rs. 23,55,57,000/- (Rupees Twenty-three Crores Fifty-five Lakhs Fifty -seven thousand only) divided into 23,55,57,000 Equity shares of Re.1/- each . The Company complies with the eligibility requirement of equity paid up share capital of more than 10 Crores, continued listing of 3 years on BSE SME & market capitalization of more than 25 crores for migration purpose.

Further, in view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on April 17, 2025 has accordingly decided to migrate the Company's Listing from SME Platform of BSE to Main Board of BSE.

The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company.

The Migration from SME Platform to Main Board requires approval of members by way of Special Resolution. Pursuant to proviso to Regulation 277 of ICDR Regulations the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No.1 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends this resolution for approval of the Members as Special Resolution.

ITEM NO.2: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH RELATED PARTY VIZ. M/S. ZENITH HEALTHCARE LIMITED:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates approval of shareholders of a listed entity by means of resolution for all material related party

transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) Rs. 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Pursuant to second proviso to Regulation 23 of SEBI Listing Regulations, with effect from April 1, 2025, in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. It is further proposed that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

Zenith Healthcare Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013. The value of proposed aggregate transactions with Zenith Healthcare Limited is likely to exceed the said threshold limit during the financial year 2025-26. Accordingly transaction(s) entered with Zenith Healthcare Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder. Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s).

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is provided herein below:

Sr. No.	Particulars	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Zenith Healthcare Limited Common Director & Common Shareholder
b)	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mahendra C. Raycha (MD in Zenith Healthcare Ltd.) Akshit M. Raycha (JMD in Zenith Healthcare Ltd.) Neela M. Raycha (Director in Zenith Healthcare Ltd.)
c)	Value, Type & Material Terms and particulars of the proposed transaction	Facility agreement entered with Zenith Healthcare Ltd, being a related party for use of the facilities including Plant and Machinery and premises and other facilities at premises of Achyut Healthcare Limited, Zenith

		<p>Healthcare Limited shall pay Consideration starting from 1st of April, 2025 or the date of commencement of commercial production, whichever is later and such consideration will be highest of the following:</p> <p>i) 10% of cost of production of goods produced in a month subject to a minimum of Rs.625000 per month, or</p> <p>ii) 12% of cost of production of goods produced in a month after WHO CGMP certification of the plant facilities at premises of AHL subject to a minimum of Rs.625000 per month, or</p> <p>iii) 15% of cost of production of goods produced in a month after EU Certification of the plant facilities at premises of AHL subject to a minimum of Rs.625000 per month.</p>
d)	Tenure of proposed transaction (Particulars & tenure)	F. Y. 2025-26
2.	Justification for the transaction	The Board considers that the proposed related party transactions are at arm's length basis and play a vital role in the growth of business operations of the Achyut Healthcare Limited as it enables to avail the benefit of goodwill and long term compliant position of related party viz. Zenith Healthcare Ltd.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(I) details of the source of funds in connection with the proposed transaction	
	(II) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	

	(III) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NOT APPLICABLE
	(IV) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	NOT APPLICABLE
5.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	Proposed transaction is approx. 25 % of annual turnover considering FY 2024-25
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

Except Mr. Mahendra C. Raycha & Mr. Akshit M. Raycha, their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution. The Directors of your Company recommends this resolution for your approval as a Resolution.

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board of Directors recommends passing of the resolution as set out item no. 2 of this Notice as an Ordinary Resolution.

Registered Office:-

610 Colonade, Iscon - Ambali Road,
B/H Iscon Temple,
Opposite Iscon,
BRTS Bus Stand,
Ahmedabad, Gujarat, 380058

**By Order of the Board of Directors,
For, Achyut Healthcare Limited**

**Sd/-
Jigen Jagdishbhai Modi
Managing Director
(DIN:-03355555)**

Date: - April 17, 2025

Place: - Ahmedabad