

NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of **Ziqitza Health Care Limited** will be held on Monday, December 28, 2020 at 10.00 a.m. through Audio Visual means (Zoom App) which will be deemed to be held at the Registered Office of the Company at 23rd Floor, Sunshine Towers, Senapati Bapat Marg, Dadar (West), Mumbai - 400013, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt

- a) the Audited standalone Financial Statement of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date including notes related thereto together with the reports of the Board and Auditors thereon.
- b) the Audited consolidated Financial Statement of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date including notes related thereto together with the report of the Auditors thereon.

2. To appoint Director in place of Mr. Naresh Jain (DIN: 00337573), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To approve transactions entered with top 25 vendors (Value wise) of capital and revenue goods of the Company during the financial year 2019-20:

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

“RESOLVED THAT the transactions entered into with top 25 vendors of capital and revenue goods during the financial year ended March 31, 2020 as per the list placed before the meeting, be and is hereby noted and ratified.”

4. Regularization of appointment of Ms. Preeti Reddy (DIN: 07248280) as an Independent Director in the Company.

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

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152, 160, 161 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment or re-enactment thereof, for the time being in force), Ms. Preeti Reddy (DIN: 07248280), who was appointed as an Additional Independent Director by the Board of Directors of the Company

November 19, 2019 and who holds office up to the date of this Annual General Meeting and who is not disqualified to become a Director and meets the criteria for independence under the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years w.e.f. November 19, 2019 till November 18, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and matters as may be deemed necessary to give effect to the above Resolution.”

5. To approve Amendment in Article no. 96 of the Articles of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or enactment or re-enactment thereof), the approval of the Members be and is hereby given to substitute Article no. 96 of the Articles of Association of the Company by following new Article no. 96:

96. Number of Directors:

The Board shall consist of Eleven (11) Directors, one of which shall be the Company’s Managing Director & CEO (who is hired by the Board). The Promoters of the Company shall be entitled to have five members on the Board or to designate five Directors on the Board (total 5 directors from the Promoters.) Acumen and EMSC SUB shall each be entitled to designate one (1) non-rotational Director on the Board. The Board shall collectively nominate, by majority vote, three (3) independent Directors on the Board.

The CEO shall be responsible for the day to day management of the Company, subject always to the terms of these articles and the CEO’s employment agreement; all matters pertaining to the operation, supervision and management of the Company, in accordance with the terms of these Articles. The CEO shall report to the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to finalize and execute all documents and writings as may be necessary, desirable or expedient as it may deem fit.”

6. Regularization of appointment of Mr. Amitabh Jaipuria (DIN: 07248280) as a Director in the Company.

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 152, 160, 161 of the Companies Act, 2013 and Rules made under (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof

for the time being in force), Mr. Amitabh Jaipuria (DIN: 01864871), who was appointed as an Additional Director by the Board of Directors of the Company in their meeting held on October 17, 2020 and who holds office up to the date of this Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and matters as may be deemed necessary to give effect to the above Resolution.”

7. Appointment of Mr. Amitabh Jaipuria (DIN: 07248280) as a Managing Director & CEO in the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Clause (A) of Section II of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company and subject to the approval of the Central Government or any other Government authority/agency/board, if and to the extent applicable and required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which shall include duly authorized Nomination and Remuneration Committee thereof for the time being in force exercising the powers conferred upon it by the Board) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the Members be and is hereby given to appoint Mr. Amitabh Jaipuria (DIN: 01864871) as a Managing Director & CEO of the Company for a period of five years w.e.f. December 7, 2020, being liable to retire by rotation, on such terms and conditions including remuneration as stated in the draft Appointment letter which specifically grants liberty to the Board of Directors to alter and vary the remuneration and/or terms of appointment subject to the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to between the Board and Mr. Amitabh Jaipuria (DIN: 01864871).

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director the remuneration, as mentioned in the draft appointment letter, as the minimum remuneration by way of salary and allowances subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to finalize and execute all documents and writings as may be necessary, desirable or expedient as it may deem fit.”

By order of the Board
For **Ziqitza Health Care Limited**

Sd/-

Naresh Jain

Managing Director & CEO

(DIN: 00337573)

Add- 601-602, G-5, Vastu Heights,
Sundervan Complex, Lokhandwala Road,
Andheri (West), Mumbai - 400053

Date: December 2, 2020

Place: Mumbai

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Act, this AGM is being conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the 18th AGM shall be deemed to be the Registered Office of the Company. The shareholders are requested to attend the meeting by following the instructions set out herein.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and hence, there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members can attend the AGM through VC/OAVM and cast their votes at meeting.
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send the Company a certified true copy of the Board Resolution authorising their representative to attend and vote in the meeting on their behalf.
4. In compliance with MCA Circular No. 20/2020 dated May 05, 2020 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as "Annual Report"), the Annual Report for Financial Year 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company and no physical copies will be dispatched to the Members.
5. Members are requested to intimate to the Company change, if any, in their registered addresses or registered e-mail at an early date. In order to update the same, please write an email to Ms. Zainab Janab at zainab.janab@zhl.in for receiving the soft copy of the Annual Report and notice of the meeting.
6. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members at request.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the notice is annexed hereto.

9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members on all working days of the Company upto and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.
10. In compliance with the Secretarial Standard 2 issued by ICSI, details pertaining to appointment/re-appointment of Director or payment of remuneration to Directors proposed in this Annual General Meeting are annexed to the notice.
11. Members are requested to promptly notify any changes in their address/status at the Registered Office of the Company.
12. (A) Members are requested to participate in the meeting by following the instructions specified below:

Click the following link and join at the specified time and date:

Join Zoom Meeting

<https://zoom.us/j/93307720819?pwd=V1FHQjVDc05FRHJ6TG9tNVh2ZjlrQT09>

Meeting ID: 933 0772 0819

Passcode: 547763

After clicking on above link, a new window will open with option to “Join” or “Present”. Please click on “Join”.

Please keep your video ON all the time and keep your microphone on mute when you are not speaking.

- (B) Before joining, be sure to check system requirements to avoid any connection issues. Please take a screenshot of the error and send the same immediately on the above email id or send an email explaining the error. Please note that this can be done at any time, whenever you face any error/difficulty, whether prior to the meeting or during the meeting. In the event you face connectivity issues or audio issues, please inform us in writing immediately at the above email address to enable us to resolve the issue or take appropriate steps. In addition to this you can also call Mrs. Zainab Janab on (+91) 97697 24953 for any technical assistance before or during the meeting.
- (C) The facility for joining the meeting shall be kept open at least 15 minutes before and after the time schedule for the meeting.
- (D) In case of any queries you may reach out to Mrs. Zainab Janab at zainab.janab@zhl.in.
- (E) The voting shall be done by show of hands unless poll is demanded by any Member. In the event a poll is required to be taken during the meeting, the Members shall convey their vote at the email address of the Scrutinizer, as appointed by the Chairman. The Members shall cast their vote, in case of poll, on the resolution only by sending emails through their email address registered with the Company.

(F) In case you have any question regarding the agenda to be transacted at this AGM, please write your question on the email id mentioned in Clause (D) above.

(G) If you have any question during the meeting, you may ask the same after reading out the agenda or you may write question in chat box provided in the software Zoom App/Zoom Web.

(H) Suggested System requirements for best VC experience:

Internet connection – broadband, wired or wireless (4G/LTE), with a speed of 5 Mbps or more.

Microphone and speakers – built-in or USB plug-in or wireless Bluetooth

Browser: Google Chrome

App: Zoom App

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

13. As the AGM shall be conducted through VC / OAVM, the Route Map is not annexed to this Notice.

14. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. on Thursday, December 24, 2020, subject to receipt of the requisite number of votes in favour of the Resolution.

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

Item No. 3:

During the course of business operation, every Company incurs various kinds of capital as well as revenue expenditures. Your Company has also incurred various capital and revenue expenses during the financial year ended March 31, 2020. As a good Corporate Governance practice, the Company is disclosing the details of transactions entered with top 25 vendors (Value wise) of the Company during the financial year 2019-20 and the same will be made available for the perusal of the Members through email on receipt of a request.

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution at item no. 3 for to the Members for their approval by way of passing an Ordinary Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members on all working days of the Company upto and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.

Item no. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide circular resolution dated November 19, 2019 had appointed Ms. Preeti Reddy (DIN: 07248280) as an Additional Independent Director of the Company with immediate effect for a period of five years, subject to approval of the Members.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, as an Additional Independent Director, Ms. Preeti Reddy (DIN: 07248280), holds office till the date of this AGM and is eligible to continue to act as an Independent Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Ms. Preeti Reddy (DIN: 07248280) for the office of Director. Further, the Board of Directors of the Company at their meeting held on December 2, 2020 recommended the appointment of Ms. Preeti Reddy (DIN: 07248280) as an Independent Director of the Company to the Members.

The Company has received following documents from the above proposed appointee:

- i.) Letter of Consent to act as a Director in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Director Rules, 2014 and any amendments thereof;
- ii.) Letters of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of the Companies (Appointment and Disqualification of Directors) Rules, 2014 to the effect that she is not disqualified to become a Director under the Act; and
- iii.) Letter of Independence in terms of section 149 (7) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their Relatives are in any way concerned or interested in the Resolution mentioned in the Item No. 4 of the notice calling this AGM, except, Ms. Preeti Reddy (DIN: 07248280) herself being the matter pertaining to her own appointment.

Accordingly, the resolution as set out in Item No. 4 of this Notice is commended for your approval to be passed as an Ordinary Resolution.

In compliance with the Secretarial Standard 2 issued by ICSI, details pertaining to her appointment as Director are given in annexure to the notice.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members on all working days of the Company upto and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.

Item no. 5:

Article no. 96 of the Articles of Association of the Company provides the number of Directors on the Board of the Company and the categories of each of the Director.

The Board of the Company has at its meeting held on 17th October 2020, noted and ratified the inter se agreement between the promoters and investors of the Company. The inter se agreement draws out the transition of the management of the Company from promoters to the Members of the Board of the Directors of the Company.

Among other points, it has been agreed that the 5 Promoters or their representatives will be on the Board of Directors of the Company from the next ensuing Board meeting post execution of the inter se Agreement. Also, to increase the independence of the decision making in the Board, the Management wishes to increase the number of Independent Directors to three in place of the existing two. The roles and responsibilities of the CEO & MD have also been added in article 96. However, to give effect to the said provisions of the inter se Agreement, it is required to alter the Article no. 96 of the Articles of Association of the Company.

In terms of provisions of Section 14 of the Companies Act, 2013, any alteration in Articles of Association of the Company, approval of the shareholders by passing special resolution is required. The Board of Directors accordingly recommends the Resolutions at item no. 5 of the accompanying Notice for the approval of the Members of the Company as Special Resolution. Further, pursuant to the provisions of Article no. 87(a)(vi) of the Articles of Association, any amendment or waiver of any provision of the Articles of Association of the Company, the affirmative vote of Acumen Fund, Inc., Acumen Capital Markets I, L.P. and Global Medical Response of India Limited is required.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the resolution mentioned at the item no. 5 of the notice of this AGM except, their shareholding in the Company and Mr. Naresh Jain, Managing Director and Mr. Manish Sacheti, CFO of the Company, being Promoter of the Company.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members on all working days of the Company upto and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.

Item nos. 6 & 7

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on October 17, 2020 has appointed Mr. Amitabh Jaipuria (DIN: 01864871) as an Additional Director and designated as Managing Director & CEO of the Company for a period of five years being liable to retire by rotation, subject to approval of Members of the Company in the General Meeting. The terms and conditions including remuneration of such re-appointment shall be as per the appointment letter and is available for inspection of the Members.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, as an Additional Director he holds office till the date of this AGM and is eligible to continue to act as Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received following documents from the above proposed appointee:

- i.) Letter of Consent to act as a Director in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Director Rules, 2014 and any amendments thereof;
- ii.) Letters of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of the Companies (Appointment and Disqualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act; and

The Board accordingly recommends the resolution at item nos. 6 & 7 of the accompanying Notice for the approval of the Members of the Company as Special Resolution:

Further, pursuant to the provisions of Article no. 87(a)(xv) of the Articles of Association, such re-appointment requires the affirmative vote of Acumen Fund, Inc., Acumen Capital Markets I, L.P. and Global Medical Response of India Limited.

Further, pursuant to provision of Section 196 of the Companies Act, 2013 and Rules made there under, the terms and Conditions on the basis of which appointment of Mr. Amitabh Jaipuria (DIN: 01864871) as Managing Director and CEO was made as per the Appointment letter approved by the Board.

Further, the details to be mentioned in the notice, as required under Schedule V of the Companies Act, 2013 is as follows:

I. General Information:

1. Nature of Industry: Provides nationwide network of Life Support Ambulance Service which would provide basic life support, advances life support and patient transfer service.
2. Date or expected date of commencement of commercial production: Commencement of business from January 15, 2003.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

Particulars (Indian Rupees in Crore)	31.03.2020	31.03.19	31.03.18	31.03.17	31.03.16
Income from Business Operations	519.03	439.01	320.22	191.66	149.13
Other Income	1.18	2.89	1.86	1.44	1.10
Total Income	520.21	441.90	322.08	193.10	150.23
Net Profit after Tax	27.92	2.22	5.66	2.54	5.74
Networth	75.25	47.33	45.11	39.45	36.91

5. Foreign investment or collaborations, if any: The Company has no foreign collaborations. However, the Company has Foreign Direct Investment from Acumen fund Inc., Acumen Capital Markets I, LP, Global Medical Response of India Ltd and Grand Global Impex Pte. Ltd.

II. Information about the appointee:

1. Background details: Mr. Amitabh Jaipuria (DIN: 01864871) is BSc in Physics and a PGDBM in Management from XLRI. Before joining ZHL, he was the President - Staffing, Managed and Allied Services at First Meridian - one of India's leading HR and Business Services Company.
2. Past remuneration: Rs.1.3 crore annually
3. Recognition awards: NA
4. Job profile and his suitability: He has had 30+ years of experience across Business Sectors such as - Consumer Products, FMCG, Financial Services, Telecoms, Industrial and Commercial products, Agricultural products (Seeds and Biotech) as well as Business Services such as Staffing, Facilities Management, Logistics, Training, Security, etc. The Managing Director is entrusted with substantial powers of management of the affairs of the company. He is having vast experience of corporate management and possesses all required competencies. Thus, he is ideally suited for the job.
5. Remuneration proposed: Rs. 1.3 core annually
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Amitabh Jaipuria (DIN: 01864871) before approving the remuneration as proposed hereinabove.
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any: Besides the fixed and variable pay agreed to as per the remuneration structure and any ESOP scheme related interest that may accrue in the future, none.

III. Other Information:

1. Reasons of loss or inadequate profits: Presently the Company does not have loss or inadequate profit but in future the Company may have inadequate profit to pay him remuneration at the proposed scale.
2. Steps taken or proposed to be taken for improvement: The Management is taking all the efforts to increase the presence and shareholders' value and be able to improve the performance year on year.
3. Expected increase in productivity and profits in measurable terms: The Company is bidding for more tenders and it is not possible to measure expected increase in productivity and profits but the Management is hopeful to improve the performance.

IV. Disclosures:

1. The remuneration package proposed to be given to Mr. Amitabh Jaipuria (DIN: 01864871) is as per the details given in the Appointment letter. His tenure shall be governed by the resolution passed by the Shareholders in General Meetings with a notice period of three months in writing or with shorter notice, if the Board of Directors of the Company agrees to the same.

Further, ordinary resolutions at Item nos. 6 & 7 of this Notice seek the approval of the Members for appointment of Mr. Amitabh Jaipuria (DIN: 01864871) as a Director and designated as Managing Director & CEO of the Company, respectively, for a term of five consecutive years w.e.f. December 7, 2020 pursuant to Sections 196, 197 and read with Rules made thereunder and all other applicable provisions of the Act, as amended from time to time. The Board of Directors considers that his association with the Company would be of immense benefit to the Company and it is desirable to avail his experience to further the business and drive the professionalization of the Management of the Company.

Accordingly, the Board of Directors recommends ordinary and Special Resolution as set out at Item no. 6 & 7, respectively, of this Notice in relation to the appointment of Mr. Amitabh Jaipuria (DIN: 01864871) as a Director and designated as Managing Director & CEO for the approval by the Members of the Company.

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that no Director, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 & 7 of the Notice.

In compliance with the Secretarial Standard 2 issued by ICSI, details pertaining to the appointment as Director are given in annexure to the notice.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members on all working days of the Company upto and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.

By order of the Board
For **Ziqitza Health Care Limited**

Sd/-
Naresh Jain
Managing Director and CEO
(DIN: 00337573)
Add- 601-602, G-5, Vastu Heights,
Sundervan Complex, Lokhandwala Road,
Andheri (West), Mumbai - 400053

Date: December 2, 2020
Place: Mumbai

Annexure to item no. 2, 4, 6 and 7 of the 18th AGM Notice

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Secretarial Standards-2 issued by ICSI, is given below:

Name of the Director	Mr. Naresh Jain (DIN: 00337573)	Ms. Preeti Reddy (DIN: 07248280)	Mr. Amitabh Jaipuria (DIN: 01864871)
Date of Birth	May 26, 1968	October 31, 1958	May 15, 1966
Age	52 years	61 years	54 years
Nationality	Indian	Indian	Indian
Date of appointment on the Board	April 7, 2015	November 19, 2019	December 7, 2020
Qualification	MBA in finance from the University of Maryland and a Bachelor's degree in electrical engineering from the University of Jodhpur in Rajasthan	MBA in Business Management from XLRI Jamshedpur and BA Honours in Economics from Lady Shi Ram College	BSc in Physics and a PGDBM in Management from XLRI
Experience	He is a trustee and co-founder of Life Supporters Institute of Health Sciences (LIHS) with varied experience in establishing start-ups within the manufacturing and services sector including emergency medical service. In addition, he has worked extensively in treasury and corporate finance. He has experience of more than 22 years.	Ms. Preeti Reddy is the President & CEO of Kantar Insights, South Asia for Kantar's insights agencies - Kantar TNS, Kantar Millward Brown and Kantar IMRB- in the region. She has over three decades of experience in consumer marketing, consulting, and research, helping leading Indian and multinational companies make informed decisions using consumer understanding. Her consulting and research experience cover a multitude of industries – FMCG, durables, retail and services.	Mr. Amitabh has an experience of 30+ years of working in leading Organizations such as First Meridian, Quesq Corp., Reliance Jio, AGS, Monsanto, Pepsico, Reliance Infocomm, GE and Blow Plast across functions, geographies, businesses and cultures. He has experienced diverse organizational cultures as well as stages in the business cycle - from Start-Up project to Stabilization, Steady State as well as Hyper Growth and M&A led integration.
Shareholding in the Company	24,012 equity shares of Rs. 10 each	Nil	Nil
List of Directorships in	1. Ziqitza Brand	1. Popular Vehicles And	Nil

other Companies	Management Private Limited	<p>Services Limited</p> <ol style="list-style-type: none"> 2. Hindustan Thompson Associates Private Limited 3. Indian Market Research Bureau Private Limited 4. Kantar Market Research Services Private Limited 5. Millward Brown Market Research services India Private Limited 6. Analytics Quotient Services India Private Limited 7. Kantar GDC India Private Limited 8. AMRB L.L.C. Dubai 9. Kantar Lanka (Private) Limited 10. IMRB Millward Brown Singapore Pte Limited 11. MRB Bangladesh Private Limited 12. Kantar Research (Bangladesh) Pvt. Ltd. 	
Committee Membership	Nil	Audit Committee, Nomination and Remuneration Committee & CSR Committee of Ziqitza Health Care Limited	Nil
Terms and conditions of appointment/re-appointment	As per the Managing Director Agreement dated November 10, 2015 and Supplementary Managing Director Agreement dated November 28, 2018	<p>Appointed as an additional Independent Director of the Company, not liable to retire by rotation with effect from November 19, 2019. In this AGM, she is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation.</p> <p>Other details are stated in the Board's Report.</p>	As per the Letter of appointment
Details of remuneration drawn (2019-20)	INR 48,00,000	Sitting Fees of Rs. 2,50,000	INR. 1.3 crore

Details of remuneration sought to be paid	He is proposed to be appointed as Director on existing terms due to rotational Director.	Sitting Fees for Board /Committee Meeting attended, as approved by the Board from time to time.	INR. 1.3 crore in the structure laid out in the appointment letter.
Relationship with Directors, Managers or other KMP	Not related to any Directors, Manager or KMP	Not related to any Directors, Manager or KMP	Not related to any Directors, Manager or KMP
Number of Meeting of Board attended during the year (F.Y. 2019-20)	6	2 (During her tenure only three meetings were held)	Nil

By order of the Board
For **Ziqitza Health Care Limited**

Sd/-
Naresh Jain
Managing Director and CEO
(DIN: 00337573)
Add- 601-602, G-5, Vastu Heights,
Sundervan Complex, Lokhandwala Road,
Andheri (West), Mumbai - 400053

Date: December 2, 2020
Place: Mumbai