

NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of **Ziqitza Health Care Limited** will be held on Tuesday, November 30, 2021 at 11.00 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, 2021 including the Audited Balance Sheet as at March 31, 2021 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, 2021 including the Audited Balance Sheet as at March 31, 2021 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. PremKumar Varma (DIN: 06567952), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Director in place of Ms. Sharmil Bhushan (DIN: 07138190), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

4. To approve transactions entered with top 25 vendors (Value wise) of capital and revenue goods of the Company during the financial year 2020-21:

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, 2021 as per the list placed before the meeting, be and is hereby noted and ratified.”

5. To ratify the remuneration paid to Mr. Naresh Jain for the period December 7, 2020 to March 31, 2021:

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 177, 188, 197 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014

and other rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the approval of the audit committee and the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to the ratification of remuneration as per the inter se agreement dated March 5, 2020, paid to Mr. Naresh Jain (DIN: 00337573), erstwhile Managing Director and CEO of the Company, as salary for the period December 7, 2020 to March 31, 2021.”

6. To consider appointment and remuneration of Mr. Naresh Jain (DIN 00337573) as an Advisor of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188, 197 and all the other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the Article no. 87(a)(xi) of the Articles of Association of the Company and provisions of Restated Shareholders Agreement, as approved and recommend by the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the shareholders be and is hereby given for ratification of appointment at office and place of Profit and to avail professional advisory services from Mr. Naresh Jain (DIN: 00337573), Non-Executive Director of the Company, who is having requisite professional qualification to provide the said services, as an Advisor of the Company for a period of one year starting from April 1, 2021 to March 31, 2022 on such terms and conditions including payment of fees, as mentioned in the Consultancy Agreement dated April 1, 2021, a copy of which is available for inspection and approved and details for which are mentioned in the agenda enclosed with Notice of the meeting

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid, from time to time, in accordance with and subject to the aforesaid limits, and to do all such acts, deeds, matters and things for giving effect to this resolution.”

7. To consider and approve appointment of RN Associates to any office and place of profit:

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 184, 188 and all the other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the Article no. 87(a)(xi) of the Articles of Association of the Company and provisions of Restated Shareholders Agreement, as approved and recommend by the Audit Committee and the Board of Directors of the Company, the approval of the shareholders be and is hereby given for ratification of appointment at office and place of Profit and for entering into an agreement, a copy of which is available for inspection and approved and details for which are mentioned in the agenda enclosed with Notice of the meeting, with RN Associates in which Mr. Naresh Jain (DIN: 00337573), Non-

Executive Director of the Company, is a partner for availing services as laid down in Annexure 1 of the agreement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid, from time to time, in accordance with and subject to the aforesaid limits, and to do all such acts, deeds, matters and things for giving effect to this resolution.”

8. Alteration in Object Clause of the Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and such other approval and sanctions, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified and suggested by any of such authorities, which terms, conditions, stipulations, alterations, amendments or modifications the Board of Directors (hereinafter referred to as “the Board”) is hereby authorized to accept, as it may deem fit, and as recommended by the Board of Directors of the Company, approval of the shareholders be and is hereby accorded for alteration in the Memorandum of Association of the Company by altering Object Clauses as follows:

Sr. No.	Existing Object Clauses	Proposed new Object Clauses
1	<p>Clause No. III(A)(1) To carry, assist or engage in and undertake the business/profession/ activity of setting up, maintaining and managing Hospitals (including ICU/ ICCU facility, Critical Care Unit and Emergency Care facilities, Tele-medicine/Tele medical consultancy), clinic, First Aid Center, Mobile Medical Unit, Dispensaries, Veterinary Hospitals, Pathology Laboratories, Nursing Homes, Health Care Units, Fitness Centers, Gymnasiums, Maternity Homes, Pharmaceutical Drug/Medical Stores, Medical Diagnostic Centers, Medical Research Centers, Physiotherapy centers, Blood Banks, Eye Banks, First Aid Centers, Rehabilitation Centers for curing addiction to smoking alcohol and drugs Food/ Consumables quality Testing Centers, Obesity Curing Centers, Massage Centers, Cosmetic Surgery Centers, public safety services, Fire rescue services, natural calamity rescue services, provide fire prevention and suppression Rescue services, running Ambulance, Emergency Medical Services (EMS), marketing and selling of Health Care Plans, Health Services and product, establish/run/promote, medical and healthcare education and management training including in</p>	<p>Clause No. III(A)(1) To carry, assist or engage in and undertake the business/profession/activity of setting up, maintaining and managing Hospitals (including ICU/ICCU facility, Critical Care Unit and Emergency Care facilities, Tele-medicine/Tele medical consultancy), clinic, First Aid Center, Mobile Medical Unit of all permitted types – such as Mobile Dialysis Unit. Etc., Dispensaries, Veterinary Hospitals, Pathology Laboratories, Nursing Homes, Health Care Units, health check-up center or camps, Fitness Centers, Gymnasiums, Maternity Homes, Pharmaceutical Drug/Medical Stores, Medical Diagnostic Centers on Site or through collection of samples from patient location, Medical Research Centers, Physiotherapy centers, Blood Banks, Eye Banks, First Aid Centers, Rehabilitation Centers for curing addiction to smoking alcohol and drugs Food/ Consumables quality Testing Centers, Obesity Curing Centers, Massage Centers, Cosmetic Surgery Centers, public safety services, Fire rescue services, natural calamity rescue services, provide fire prevention and suppression Rescue services, running Ambulance, Emergency Medical Services (EMS), marketing and selling of Health Care Plans, Health Services and product, establish/run/promote/manage, medical and healthcare education and training centres for medical, healthcare and allied industries for development and enhancement of</p>

	the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy and allied medical and related business or activity in India or abroad.	vocational and non-vocational skills including in the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy and allied medical and related business or activity in India or abroad.
2	<u>Not Applicable</u>	<u>New Clause No. III(B)(69)</u> To set-up, maintain and run geriatric care, mental care and Old Age Home related services including running them fully or partially or providing them Management or other services to it.
3	<u>Not Applicable</u>	<u>New Clause No. III(B)(70)</u> To sale Medical and Other Insurance and Financial Products to Employees, Retail as well as Corporate Customers.
4	<u>Not Applicable</u>	<u>New Clause No. III(B)(71)</u> To carry in business of managing and providing manpower on contractual and other basis to medical, healthcare and allied industries, including Doctors, nurses, compounder, lab assistant, etc. and to provide all types of permitted Medical services at the premises of the patient/customer on a temporary or long term basis – Including visits by Doctors, Nurses, Physiotherapists, Etc.
5	<u>Not Applicable</u>	<u>New Clause No. III(B)(72)</u> To run a business of Pharmaceutical/Medical products to sell medicines, surgical equipment and other medical and health care products through online mode or through shops/stores or any other mode.
6	<u>Not Applicable</u>	<u>New Clause No. III(B)(73)</u> To Develop and Maintain software for the medical, healthcare and allied industries and provide support and maintenance services.
7	<u>Not Applicable</u>	<u>New Clause No. III(B)(74)</u> To do business of Fleet Management and Fleet related Services – whether related to Medical Services or not.
8	<u>Not Applicable</u>	<u>New Clause No. III(B)(75)</u> To do above activity or provide the services mentioned in Main or Incidental Object Clauses anywhere in the world to retail or corporate client through online, web based, App based, on site or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it think necessary and settle any or all the questions/matters with respect to the above matter and take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient in the best interest of the Company and its Members.”

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

Sd/-

Mr. Amitabh Jaipuria

Managing Director & CEO

DIN: 01864871

Add: Flat No. 1708, B Wing, Sea Flama Dosti Flamingos, T. J. Road, Near Sewri Naka, Sewri (W),
Mumbai – 400015

Date: November 8, 2021

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 No. 02/2021 dated January 13, 2021 read with 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 and MCA Circulars, the venue of the 19th 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. As per the provisions of clause 3.A.II. of the General Circular No. 20/ 2020 dated May 05, 2020 read with other MCA Circulars, the matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
5. In compliance with above referred MCA Circulars, the Annual Report (including Financial Statements, Board's Report, Auditor's report or other documents required to be attached therewith) for the Financial Year 2020-21 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.
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., to their DPs in case the shares are held by them in electronic form or to Ms. Zainab Janab at zainab.janab@zhl.in case shares are held by them in physical form. 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.
7. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

8. 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.
9. 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.
10. 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.
11. 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.
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:

Topic: ZHL AGM
Time: Nov 30, 2021 11:00 AM India

Join Zoom Meeting
<https://zoom.us/j/96937700843?pwd=S0Y3Q0VTUVI3dnZCVGluQ3FPb0pnUT09>

Meeting ID: 969 3770 0843
Passcode: 632438

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. Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to Mrs. Zainab Janab at zainab.janab@zhl.in on or before November 23, 2021 through your registered email address so as to enable the Management to reply at the AGM.

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

15. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. on Tuesday, November 30, 2021, 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 IN RESPECT TO SPECIAL BUSINESS MENTIONED IN THE NOTICE CONVENING 19TH ANNUAL GENERAL MEETING OF ZIQITZA HEALTHCARE LIMITED:

Item No. 4:

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, 2021. As a good Corporate Governance practice, the Company is disclosing the details of transactions entered with top 25 vendors (Value wise) of capital and revenue goods of the Company during the financial year 2020-21 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. 4 of the Notice.

The Board recommends the resolution at item no. 4 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. 5

At the Board meeting of December 2, 2020, the Board consented to pay salary to Mr. Naresh Jain until March 31, 2021 as notice period pay and the Board consented to it. Approval of the Board and the Audit Committee under sections 177, 188 and 197 of the Companies Act, 2013 to this has been obtained at the Board and Audit Committee Meetings dated July 28, 2021 to the ratification of remuneration as per the inter se agreement dated March 5, 2020, paid to Mr. Naresh Jain (DIN: 00337573), erstwhile Managing Director and CEO of the Company, as salary for the period December 7, 2020 to March 31, 2021.”

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the Directors, Key Managerial Personnel of Company and their relatives except, Mr. Naresh Jain, is concerned or interested, financially or otherwise in the resolution mentioned at the item no. 5 of the notice of this Annual General Meeting.

The Board recommends the resolution at item no. 5 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. 6

Pursuant to the inter se agreement dated March 5, 2020 amongst the investors and the promoters of the Company, which was noted and ratified by the Board in its meeting dated October 17, 2020, the Board had at its meeting held on March 25, 2021 approved the payment ceilings and laid down directions and guidance on the payments to be made to promoters in FY 2021-22. Pursuant to the inter se agreement and the directions of the Board, the Company has entered into Consultancy Agreement with Mr. Naresh Jain (DIN: 00337573) on April 01, 2021 for availing professional services as mentioned in the annexure to the said Agreement.

As approved, ratified and recommended by the Audit Committee and the Nomination & Remuneration Committee, the Board had at its meeting dated July 23, 2021 approved and ratified the appointment at office and place of Profit and terms of appointment and payment of professional fees to Mr. Naresh Jain (DIN: 00337573) as an advisor to the Company in order to avail professional advisory services from Mr. Naresh Jain (DIN: 00337573), Non-Executive Director of the Company, who is having requisite professional qualification to provide the said services, for a period of one year starting from April 01, 2021 to March 31, 2022 on such terms and conditions as mentioned in the Consultancy Agreement dated April 01, 2021, as available for inspection to the shareholders.

Pursuant to the provisions of Article no. 87(a)(xi) of the Articles of Association this item also requires the affirmative vote of Acumen Fund, Inc., Acumen Capital Markets I, L.P. and Global Medical Response of India Limited.

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the Directors, Key Managerial Personnel of Company and their relatives except, Mr. Naresh Jain, is concerned or interested, financially or otherwise in the resolution mentioned at the item no. 6 of the notice of this Annual General Meeting.

Details to be given pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, are given hereunder:

Sr. No.	Particulars	Detail required
1	Name of the related party	Mr. Naresh Jain (DIN: 00337573)
2	Name of the director or key managerial personnel who is related, if any	No other Director or KMP is related.
3	Nature of relationship	Non-executive Director of the Company
4	Nature, material terms, monetary value and particulars of the contract or arrangements	To engage Mr. Naresh Jain as a Consultant to assist the Company in the day to day business activities and expansion of its services across India at a total Consultancy fee for the period of April 1, 2021 to March 31, 2022 of Rs.35,40,000/-(Rupees Thirty Five Lakh Forty thousand only) including taxes
5	Any other information relevant or important for the members to take a decision on the proposed resolution	-

Certain additional details pertaining to the director are as follows:

Name of the Director	Mr. Naresh Jain (DIN: 00337573)
Date of Birth	May 26, 1968
Age	53 years
Nationality	Indian
Date of appointment on the Board	April 7, 2015
Qualification	MBA in finance from the University of Maryland and a Bachelor's degree in electrical engineering from the University of Jodhpur in Rajasthan
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.
Shareholding in the Company	24,012 equity shares of Rs. 10 each
List of Directorships in other Companies	1. Ziqitza Brand Management Private Limited
Committee Membership	Nil
Terms and conditions of appointment/re-appointment	He is non-executive Director and is paid fees for professional services provided to the Company during the year 2020-21.
Details of remuneration drawn (2020-21)	INR 48,00,000 (As MD&CEO)
Details of remuneration sought to be paid	Payment of fees during the FY 2021-22 of Rs.35,40,000/- (Rupees Thirty Five Lakh Forty thousand only) including taxes for providing Professional consultancy services
Relationship with Directors, Managers or other KMP	Not related to any Directors, Manager or KMP
Number of Meeting of Board attended during the year (F.Y. 2020-21)	7

The Board recommends the resolution at item no. 6 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. 7

Pursuant to the inter se agreement dated March 5, 2020 amongst the investors and the promoters of the Company, which was noted and ratified by the board in its meeting dated October 17, 2020, the Board had at its meeting held on March 25, 2021 approved the payment ceilings and laid down directions and guidance on the payments to be made to promoters in FY 2021-22. Pursuant to the inter se agreement and the directions of the Board, the consultancy agreement between the Company and RN Associates, a firm in which Mr. Naresh Jain (DIN: 00337573), Director of the Company is also a partner, on April 01, 2021 for availing professional services as mentioned in the annexure to the said Agreement.

As approved, ratified and recommended by the Audit Committee, the Board had at its meeting dated July 23, 2021 approved and ratified the said appointment at office and place of Profit and ratified the Consultancy Agreement dated April 01, 2021 entered into with RN Associates, a firm in which Mr. Naresh Jain (DIN: 00337573), Director of the Company is also a partner on such terms and conditions as mentioned in the Consultancy Agreement, as available for inspection to the shareholders..

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the Directors, Key Managerial Personnel of Company and their relatives except, Mr. Naresh Jain is concerned or interested, financially or otherwise in the resolution mentioned at the item no. 7 of the notice of this Annual General Meeting.

Pursuant to the provisions of Article no. 87(a)(xi) of the Articles of Association this item also requires the affirmative vote of Acumen Fund, Inc., Acumen Capital Markets I, L.P. and Global Medical Response of India Limited.

Details to be given pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, are given hereunder:

Sr. No.	Particulars	Detail required
1	Name of the related party	RN Associates
2	Name of the director or key managerial personnel who is related, if any	Mr. Naresh Jain (DIN: 00337573)
3	Nature of relationship	Mr. Naresh Jain (DIN: 00337573), Non-executive Director of the Company, is Partner in RN Associates.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	To engage RN Associates as Consultants to assist the Company in the day to day business activities and expansion of its services across India at a total Consultancy fee for the period of April 1, 2021 to March 31, 2022 of Rs.49,60,000/- (Rupees Forty Nine Lakh Sixty thousand only) including taxes
5	Any other information relevant or important for the members to take a decision on the proposed resolution	-

The Board recommends the resolution at item no. 7 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. 8

In view of the changing business scenario and competition in market, the Company intends to expand its present scope of operations having good potential with respect to the future prospects of the Company. It was thus proposed to amend the existing Main Object Clause and also to add new areas of business to its Object Clause which will enable the Company to expand the business in the evolving business scenario.

It is thus expedient that the existing Object Clause III A 1 of the Memorandum of Association of the Company be substituted with new Clause III A 1 and also adding new Clause III B 69 to 75 to the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the Resolutions at item no. 8 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)(xii) of the Articles of Association this item also requires the affirmative vote of Acumen Fund, Inc., Acumen Capital Markets I, L.P. and Global Medical Response of India Limited.

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the Directors, Key Managerial Personnel of Company and their relatives is concerned or interested, financially or otherwise in the resolution mentioned at the item no. 8 of the notice of this Annual General Meeting.

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.

The Board recommends the resolution at item no. 8 to the Members for their approval by way of passing an Ordinary Resolution.

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

Sd/-

Mr. Amitabh Jaipuria
Managing Director & CEO

DIN: 01864871

Add: Flat No. 1708, B Wing, Sea Flama Dosti Flamingos, T. J. Road, Near Sewri Naka,
Sewri (W), Mumbai – 400015

Date: November 8, 2021

Place: Mumbai

Annexure to item no. 2 and 3 of the 19th 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. PremKumar Varma (DIN: 06567952)	Ms. Sharmil Bhushan (DIN: 07248280)
Date of Birth	November 30, 1957	September 22, 1974
Age	64 years	47 years
Nationality	Indian	Indian
Date of appointment on the Board	August 31, 2017	March 31, 2019
Qualification	Post Graduate in Commerce Certified Associate of IIB.	LLM from the University of Mumbai, LLB from Government Law College Mumbai and Company Secretary course from the ICSI.
Experience	30+ years of banking experience holding senior position in SBI, Credit Lyonnais/Calyon Bank, Diamond Trust Bank Tanzania and Doha Bank, Qatar. 5 years as CEO of Zaminta, real estate Company engaged in land retailing.	She is a Partner in HSA Advocates based in Mumbai. She has more than a decade of Experience in Banking, Finance, Mergers and Acquisitions, takeovers, Private Equity, structuring and fund formation, Joint ventures, corporate and debt restructuring, resolution of distressed assets, insolvency proceedings etc.
Shareholding in the Company	Nil	Nil
List of Directorships in other Companies	1. Parxcel Consultants LLP	1. CIOL LAW PARTNERS LLP
Committee Membership	Audit Committee of Ziqitza Health Care Limited	Nomination and Remuneration Committee of Ziqitza Health Care Limited
Terms and conditions of appointment/re-appointment	Proposed to be re-appointed pursuant to retire by rotation on existing terms and conditions.	Proposed to be re-appointed pursuant to retire by rotation on existing terms and conditions.
Details of remuneration drawn (2020-21)	Sitting Fees of Rs. 7,50,000	Sitting Fees of Rs. 6,00,000
Details of remuneration sought to be paid	Sitting Fees for Board /Committee Meeting attended, as approved by the Board from time to time.	Sitting Fees for Board /Committee Meeting attended, as approved by the Board from time to time.
Relationship with Directors,	Not related to any Directors, Manager or KMP	Not related to any Directors, Manager or KMP

Managers or other KMP		
Number of Meeting of Board attended during the year (F.Y. 2020-21)	7	6

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

Sd/-

Mr. Amitabh Jaipuria

Managing Director & CEO

DIN: 01864871

Add: Flat No. 1708, B Wing, Sea Fllama Dosti Flamingos, T. J. Road, Near Sewri Naka,
Sewri (W), Mumbai – 400015

Date: November 8, 2021

Place: Mumbai