

ADDENDUM TO NOTICE OF 20TH ANNUAL GENERAL MEETING

Addendum to the Notice of Twentieth Annual General Meeting of Ziqitza Health Care Limited to be held on September 12, 2022 at 05:00 p.m. through Audio Visual Means (Zoom App) which is be deemed to be held at the Registered Office of the Company situated at Sunshine Towers, 23rd Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400013 to transact five (5) business items as specified in the said notice.

Pursuant to the notices received in terms of Section 115 read with Section 169 and Section 160 and other applicable provisions of Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s), thereof for the time being in force), Notice is hereby given that further to the business items given in the original notice of 20th AGM to be transacted at the said meeting, following additional Six (6) Special Businesses shall also be transacted at the 20th AGM and this addendum shall be deemed to be a part of the original Notice dated August 10, 2022 and notes provided therein:

SPECIAL BUSINESS:

6. To remove Mr. Naresh Jain (DIN: 00337573) as a Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 115, 169 and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article no. 111 and other applicable Articles of the Articles of Association, Mr. Naresh Jain (DIN: 00337573) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

7. To remove Mr. Narayana Kurup Asokan (DIN: 01348861) as a Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 115, 169 and other applicable provisions of the Companies Act, 2013 the Companies (Management and Administration) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article no. 111 and other applicable Articles of the Articles of Association, Mr. Narayana Kurup Asokan (DIN: 01348861) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

8. To remove Mr. Premkumar Varma (DIN: 06567952) as a Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 115, 169 and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article no. 111 and other applicable Articles of the Articles of Association, Mr. Premkumar Varma (DIN: 06567952) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”

9. To appoint Mr. Premkumar Varma (DIN: 06567952) as a Promoter Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article no. 96 and other applicable Articles of the Articles of Association and pursuant to notice received u/s 115 read with Section 160 of the Companies Act, 2013, Mr. Premkumar Varma (DIN: 06567952), be and is hereby appointed as a Promoter Director of the Company with effect from the date of this meeting liable to retire by rotation.”

10. To appoint Mr. Narayana Kurup Asokan (DIN: 01348861) as a Promoter Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article no. 96 and other applicable Articles of the Articles of Association and pursuant to notice received u/s 115 read with Section 160 of the Companies Act, 2013, Mr. Narayana Kurup Asokan (DIN: 01348861), be and is hereby re-appointed as a Promoter Director of the Company with effect from the date of this meeting liable to retire by rotation.”

11. To appoint Mr. Naresh Jain (DIN: 00337573) as a Promoter Director of the Company:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification

of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article no. 96 and other applicable Articles of the Articles of Association and pursuant to notice received u/s 115 read with Section 160 of the Companies Act, 2013, Mr. Naresh Jain (DIN: 00337573), be and is hereby re-appointed as a Promoter Director of the Company with effect from the date of this meeting liable to retire by rotation.”

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

Manjula Easwaran

Company Secretary

(PAN: AAUPE3503G)

Add: P - 1704, Srishti Heights, LBS Marg, Bhandup (West), Mumbai - 78

Date: August 26, 2022

Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act in respect of Item Nos. 6 to 11, as set out in this addendum Notice, is annexed hereto.
2. All the processes, notes and instructions relating to attending AGM through VC/OAVM set out for and applicable for the ensuing 20th AGM shall *mutatis-mutandis* apply to attending AGM through VC/OAVM for the resolution proposed in this Addendum to the Notice of AGM.
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for the inspection of the Members during working hours of the Company on all working days of the Company up to and including the date of this Annual General Meeting of the Company and during this meeting at the request of the shareholders.
4. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. on Monday, September 12, 2022, subject to receipt of the requisite number of votes in favour of the Resolution.
5. The draft resolutions given at agenda item nos. 6 to 11 in addendum to the notice of 20th AGM have been placed in the order they have been received.
6. The draft resolution from Mather and Company Private Limited proposes removal of Mr. Naresh Jain (DIN: 00337573) as a Director. Article 111 restricts the removal of a Director only upon the request or approval of the shareholder that has designated such Director. As per the form filed with the Registrar of Companies, Mr. Naresh Jain is a designated Promoter Director and Mather and Company Private Limited being a Promoter Shareholder is well within its power to request or approve the notice for the removal of Mr. Naresh Jain. Hence, the draft resolution for removal of Mr. Naresh Jain as Director of the Company is in compliance with Article 111 of the AoA.

7. The draft resolutions from Mather and Company Private Limited propose removal of Mr. Narayana Kurup Asokan (DIN: 01348861) and Mr. Premkumar Varma (DIN: 06567952), earlier appointed by the Board of Directors as 'Non-Executive Director' under 'Professional' category as per the Forms filed with the Registrar of Companies. The restriction in Article 111 stated above in para 6 does not apply in instant category of director.
8. As per Article 96, there are only two positions for Promoter Directors against notice received for appointment of three Promoter Director. Hence, it is proposed to conduct an election in the AGM where the shareholders will be asked to elect the two Promoter Nominees to the Board of Directors.
9. We reproduce some of the relevant Articles of the Company relevant to appointment and removal of the Directors:-

110. Increase or Reduction in the Number of Directors:

Subject to the provisions of Sections 252, 255, 258 and 259 of the Act, any increase and reduction in the number of directors on the Board shall require the prior written approval of Acumen and EMSC SUB (such approvals not to be unreasonably withheld). In no event shall the Company be permitted to remove the Acumen or EMSC Directors.

111. Power to Remove Director by Ordinary Resolution:

Subject to the provisions of the Act and Article 110 herein, the Company may, by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another Person instead. The Person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as Director. Provided that any Director who shall have been elected to the Board pursuant to Article 96 by the Shareholders may be removed during his or her term of office, with or without cause, only upon the request or approval of the Shareholder that has designated such Director, and any vacancy created by such removal may be filled only in the manner provided in Article 96.

96. Number of Directors:

Board shall consist of seven (7) Directors, one of which shall be the Company's CEO (who is hired by the Board). The Promoters shall be entitled to designate two (2) Directors on the Board. Each of Acumen and EMSC SUB shall be entitled to designate one (1) non-rotational Director each on the Board. The Board shall collectively nominate, by majority vote, two (2) independent Directors on the Board.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT TO SPECIAL BUSINESS MENTIONED IN THE NOTICE DATED AUGUST 25, 2022 WHICH IS ADDENDUM TO NOTICE CONVENING 20TH ANNUAL GENERAL MEETING OF ZIQITZA HEALTH CARE LIMITED.

Item no. 6 to 8:

In terms of Section 169 read with Section 115 of the Companies Act, 2013 ('the Act'), the Company has received special notices dated August 25, 2022 from one of the Promoter Shareholders of the Company, namely, Mather & Co. Private Limited, moving resolutions under Section 169 of the Act and Article no. 111 of the Articles of Association of the Company for removal of Mr. Naresh Jain (DIN: 00337573), Mr. Narayana Kurup Asokan (DIN: 01348861) and Mr. Premkumar Varma (DIN: 06567952) as Directors of the Company for reasons as stated in the said special notice.

According to Rule 23 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), a special notice required to be given to the Company shall be signed, either individually or collectively by such number of Members holding not less than one percent of total voting power or holding shares on which an aggregate sum of not less than five lakh rupees has been paid up on the date of the notice. As Mather & Co. Private Limited is holding requisite number of shares to give special notice hence, fulfills the requirement under the Rules.

A copy of the said special notice has been forthwith sent by the Company to the respective Directors on August 26, 2022 as per Section 169(3) of the Act.

The special notice is available for inspection by the Members at the Registered Office of the Company during working hours on all the working days of the Company up to the date of this Annual General Meeting and will also be available electronically during the meeting.

Mr. Naresh Jain (DIN: 00337573) was appointed as Non-Executive Director but the ROC filings apparently done by then officials of the Company designated him as Promoter Director. Mr. Narayana Kurup Asokan was given an appointment letter by then MD & CEO as Promoter Director (DIN: 01348861) but the ROC filings were apparently done designating him as a Non-Executive Director. Mr. Premkumar Varma (DIN: 06567952) was offered Directorship as a Promoter Director by the then MD & CEO but the ROC filings were apparently done designating him as a Non-Executive Director. Both Mr. Narayana Kurup Asokan and Mr. Premkumar Varma claim to be Promoter Directors as per their discussions with the then Management of the Company who moved for their appointments as Directors. The Then MD & CEO Mr. Naresh Jain denies their claims and states that both Mr. Narayana Kurup Asokan and Mr. Prem Varma are not Promoter Directors and they are only Non-Executive Directors. This issue was raised by Mr. Naresh Jain, Ms. Richa Jain, Mr. Manish Sacheti and Ms. Chandra Sacheti, Shareholders and Promoters of the Company, in three separate forums - 1. Section 09 Arbitration petition before Hon'ble High Court of Bombay; 2. Mediation before Dr. Mustafa Doctor as directed by Hon'ble High Court of Bombay; & 3. Before ICC in a notice issued for arbitration. Hence, this is an important matter to be decided by the shareholders of the Company to give clarity as to who are the Promoter Directors on the Board of Directors of the Company.

A Director sought to be removed can make representation in the manner stated under Section 169(4) of the Act.

Mr. Naresh Jain is one of the Promoters of the Company and was first appointed on the Board w.e.f. June 30, 2004. Since then he is continuing as Director of the Company.

Mr. Narayana Kurup Asokan (DIN: 01348861) was appointed as an Additional (Non-executive) Director of the Company w.e.f. June 28, 2018 and his appointment was regularized in the AGM held on September 29, 2018.

Mr. Premkumar Varma (DIN: 06567952) was appointed as an Additional (Non-executive) Director of the Company w.e.f. August 31, 2017 and his appointment was regularized in the AGM held on September 22, 2017.

The resolution given at item no. 6 to 8 of the addendum to the notice calling 20th Annual General Meeting is proposed for approval by the Members as an Ordinary Resolution(s).

Item no. 9 to 11:

In terms of the power given in Article 96 of the Articles of Association of the Company, the Company has received notice u/s 160 read with Section 115 of the Companies Act, 2013 from Mather & Co Private Limited, who holds 13.72% Share capital of the Company, for appointment of Mr. Premkumar Varma (DIN: 06567952), Mr. Narayana Kurup Asokan (DIN: 01348861) and Mr. Naresh Jain (DIN: 00337573) as Directors in Promoters category.

Mr. Naresh Jain is one of the Promoters of the Company and was first appointed on the Board w.e.f. June 30, 2004. Since then he is continuing as Director of the Company.

Mr. Narayana Kurup Asokan (DIN: 01348861) was appointed as an Additional (Non-executive) Director of the Company w.e.f. June 28, 2018 and his appointment was regularized in the AGM held on September 29, 2018.

Mr. Premkumar Varma (DIN: 06567952) was appointed as an Additional (Non-executive) Director of the Company w.e.f. August 31, 2017 and his appointment was regularized in the AGM held on September 22, 2017.

Hence, the proposed draft resolutions proposing to remove the three Directors and thereafter put the candidature of Mr. Narayana Kurup Asokan (DIN: 01348861), Mr. Premkumar Varma (DIN: 06567952) and Mr. Naresh Jain (DIN: 00337573) for the shareholders of the Company to vote for the two board promoter seats in the Board of Directors of the Company with effect from the date of the General Body Meeting (if passed by the shareholders as required under the applicable provisions of the Companies Act, 2013). Kindly note that only two candidates getting the highest votes will become the Directors of the Company and they shall be designated as Promoter Directors further to their election.

The resolutions given at item no. 9 to 11 of the addendum to notice calling 20th Annual General Meeting is proposed for approval by the Members as an Ordinary Resolution(s).

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

Manjula Easwaran

Company Secretary

(PAN: AAUPE3503G)

Add: P - 1704, Srishti Heights, LBS Marg, Bhandup (West), Mumbai - 78

Date: August 26, 2022

Place: Mumbai