

## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 2<sup>nd</sup> Extra-ordinary General Meeting for the Financial Year 2022-23 of the Members of the Company will be held on Thursday, March 30, 2023 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 situated at Sunshine Towers, 23<sup>rd</sup> Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400013, to transact the following business:

### Special Business:

1. To consider re-appointment of Mr. Bijou Kurien (DIN: 01802995) as Independent Director of the Company for a further period of five years:

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 Sections 149 and 152 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 re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby given to ratify and approve re-appointment of Mr. Bijou Kurien (DIN: 01802995), who was appointed as an Independent Director and who holds office of Independent Director up to August 10, 2021 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence, as provided in the Act, and who is eligible for re-appointment and based on his performance evaluation, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, as an Independent Director of the Company not liable to retire by rotation for a second consecutive term of 5 (five) consecutive years on the Board of the Company w.e.f. August 11, 2021 to August 10, 2026.

**RESOLVED FURTHER THAT** any act done by Mr. Bijou Kurien (DIN: 01802995) since August 11, 2021 till the approval of the Board and Members are obtained shall remain valid and binding on the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such other acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the aforesaid resolution."

2. To consider ratification of appointment, terms of appointment and payment of professional fees to Mr. Naresh Jain (DIN: 00337573) as Consultant 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, the Companies (Appointment and Remuneration of Managerial Personnel) 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), subject to the Article no. 87(a)(xi) of the Articles of Association of the Company and provisions of Restated Shareholders Agreement, as recommend by

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### **Ziqitza HealthCare Limited**

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the Audit Committee and Nomination and Remuneration Committee of the Company and approved by the Board, the Members:

- a) be and hereby ratifies and approves the appointment at office and place of Profit and to avail professional advisory services from Mr. Naresh Jain (DIN: 00337573), Promoter of the Company and who was Non-Executive Director of the Company till September 11, 2022, who is having requisite professional qualification to provide the said services, as Consultant of the Company for a period starting from April 01, 2022 to March 31, 2023 on such terms and conditions including payment of fees, as mentioned in the Consultancy Agreement dated April 01, 2022, a copy of which is placed before the meeting, approved and ratified; and
- b) be and hereby approves the appointment of Mr. Naresh Jain, Promoter of the Company, at office and place of Profit in the Company as Consultant of the Company for a period starting from April 01, 2023 to December 31, 2023 on such terms and conditions including payment of fees, as mentioned in the Consultancy Agreement dated March 01, 2023, a copy of which is placed before the meeting and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such other acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the aforesaid resolution.”

**3. To consider ratification of Management Consultancy Agreement entered into with RN Associates:**

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 under the Companies Act, 2013 (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 recommend by the Audit Committee and the Board, the Members be and hereby approve and ratify appointment at office and place of Profit and Consultancy Agreement entered into with RN Associates, a firm in which Mr. Naresh Jain (DIN: 00337573), Erstwhile Non-Executive Director of the Company, is a partner, for a period starting from April 01, 2022 to March 31, 2023 on such terms and conditions including payment of fees and for availing of services, as laid down in Annexure 1 of the agreement, the copy of which was placed before the meeting and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such other acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the aforesaid resolution.”

**4. To consider appointment of Ms. Manjula Easwaran at 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 188(1)(f) 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 under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommend by the Audit

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Committee and the Board of the Company, the Members be and is hereby approves the appointment of Ms. Manjula Easwaran, Company Secretary of the Company, at office and place of Profit as Consultant in Med Care 365 Medical Services Private Limited, Company's Wholly-owned Subsidiary Company, for a period starting from April 01, 2023 to March 31, 2024 on such terms and conditions including payment of fees, as mentioned in the Consultancy Agreement dated August 11, 2022, a copy of which is placed before the meeting, approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such other acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable to give effect to the aforesaid resolution."

**5. To consider and approve issue of shares on Right Basis:**

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 applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange and Management Act, 1999 and Rules, Regulations, Circulars or Notification issued thereunder and subject to the provisions of Articles of Association of the Company and Restated Shareholders Agreement, as amended, the approval of the Members be and is hereby given to the Board to issue and offer (in one or more tranches) 701,531 Equity Shares of Rs.10/- each of the Company at a share premium of Rs. 870/- per share (i.e., total issue price of Rs. 880/- per share) on Rights Basis to the Shareholders of the Company in the capital ratio of shares held by them on the Record Date fixed for the same by the Board.

**RESOLVED FURTHER THAT** the Rights Issue shall be in the ratio of the shares held by the shareholders i.e., 17 Equity Shares for every 10 equity shares held by the shareholders as on record date fixed by the Board (If the entitlement of Right shares are in decimal, then the same should be rounded off to next number).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the terms and conditions of the Rights Issue.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to the resolution."

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

  
Manjula Easwaran  
Company Secretary  
(Membership No: A13858)

Address: P-1704, Srishti Heights, Mayuresh Srishti, Complex, LBS Marg, Bhandup West,  
Mumbai – 400078.

Date: March 08, 2023  
Place: Mumbai



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**Registered Office:**

Sunshine Tower, 23rd Floor, Senapati Bapat Marg, Dadar West, Mumbai - 400013

**CIN: U85110MH2002PLC138005**

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 11/2022 dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022, respectively, issued by the Ministry of Corporate Affairs and in compliance with the provisions of the Act, this EGM 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 EGM 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 EGM 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 EGM 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 EGM through VC/OAVM and cast their votes at meeting.
3. 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.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote in the meeting on their behalf.
5. In compliance with above referred MCA Circulars, Notice of EGM 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. **Manjula Easwaran** at **compliance@zhl.in** in case shares are held by them in physical form.
7. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the EGM as per section 103 of the Act.
8. All documents referred to in the accompanying Notice and Explanatory Statement will be available electronically for inspection by the Members at request till the date of this General Meeting and during this General Meeting.

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9. 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.

10. (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:

**Time: Mar 30, 2023 11:00 AM India**

**Join Zoom Meeting**

**<https://zoom.us/j/98772394999?pwd=YzV2SXN3NmYyK0JDa2tNbmxPSC80UT09>**

**Meeting ID: 987 7239 4999**

**Passcode: 613135**

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 Ms. Manjula Easwaran on (+91 98191 20847) 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 Ms. Manjula Easwaran at [compliance@zhl.in](mailto:compliance@zhl.in) designated email id.
- (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 - [scrutinizer@zhl.in](mailto:scrutinizer@zhl.in), 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 EGM, 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:



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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.

11. As the EGM shall be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
12. The Resolution shall be deemed to be passed on the date of the Meeting, i.e., on Thursday, March 30, 2023, subject to receipt of the requisite number of votes in favour of the Resolution.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESSES MENTIONED IN THE NOTICE CALLING 2<sup>ND</sup> EXTRAORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2022-23 OF THE MEMBERS OF ZIQITZA HEALTH CARE LIMITED TO BE HELD ON THURSDAY, MARCH 30, 2023 AT 11:00 A.M. THROUGH AUDIO VISUAL MEANS (ZOOM APP)**

**Item No. 1:**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), Members of the Company at the 14<sup>th</sup> Annual General Meeting ("AGM") held on September 30, 2016 had approved the appointment of **Mr. Bijou Kurien (DIN: 01802995)** as Non-Executive Independent Directors of the Company for a continuous period of 5 (five) years w.e.f. August 11, 2016 i.e. till August 10, 2021.

Section 149 of the Act provides that an Independent Director shall hold office for a term of 5 (five) consecutive years and shall be eligible for re-appointment, on passing a Special Resolution by the Members of the Company, for a second term of another 5 (five) consecutive years i.e. holding office up to two consecutive terms, whose term of office shall not be liable to retire by rotation.

The Nomination and Remuneration Committee has discussed and reviewed the performance of Mr. Bijou Kurien (DIN: 01802995) based on the performance evaluation of Independent Directors on various parameters and recommended his re-appointment for a second consecutive term of 5 (five) consecutive years to the Board. The Board, based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with other applicable provisions of the Act, considered that given the background and contributions made by Mr. Bijou Kurien (DIN: 01802995) during his tenure his continued association would be beneficial to the Company and hence it is desirable to re-appoint and ratify continuation of his tenure as Independent Director for a second term of five consecutive years w.e.f. August 11, 2021 which would be subject to the approval of the Shareholders and to avail his services as Independent Directors.

The Company has received notices in writing from a Member pursuant to provision of Section 160 of the Act proposing candidature of **Mr. Bijou Kurien (DIN: 01802995)** for the office of Independent Director of the Company.

The Company has also received intimation from the above referred Independent Director that they meet with the criteria of independence as prescribed under section 149(6) of the Act.

The brief profile of **Mr. Bijou Kurien (DIN: 01802995)**, pursuant to Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is given below:

<b>Name of the Director</b>	<b>Mr. Bijou Kurien</b>
DIN	<b>01802995</b>
Date of Birth	January 17, 1959
Age	64 years
Qualifications	PG Diploma in Business Management from XLRI, Jamshedpur.
Nationality	Indian
Experience	Over 41 years of experience in building brands, building business and creating organization. Well versed with brands



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	and retail across premier companies in India.  He is Independent Director on the Board of Several listed and unlisted Companies and is/was on the Advisory Board of Leading management Education Institution, the world retail Congress, and mentor to the FICCI Retail Committee.
Terms and conditions of appointment/re-appointment	The re-appointment is for a period of Second consecutive term of Five consecutive Years w.e.f. August 11, 2021 and will not be liable to retire by rotation.
Date of first appointment on the Board	August 11, 2016
Details of remuneration drawn	He was paid sitting fees for Board and Committee Meetings attended by him, as approved by the Board.
Details of remuneration sought to be paid	He will be paid sitting fees for Board and Committee Meetings attended by him, as approved by the Board.
Shareholding in the Company	Nil
List of Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Timex group India Limited</li> <li>2. LTI Mindtree Limited</li> <li>3. Brigade Enterprises Limited</li> <li>4. Suguna Foods Private Limited</li> <li>5. Stella Treads Private Limited</li> <li>6. Orange County Resorts &amp; Hotels Limited</li> <li>7. Oceanic Rubber Works Private Limited</li> <li>8. Sach Advisors Private Limited</li> <li>9. Rapawalk Fashion Technologies Private Limited</li> <li>10. Retailers Association of India</li> <li>11. Lighthouse Learning Private Limited</li> </ol>
Committee Chairmanship/Membership in other Companies	<p>Stakeholders Relationship Committee – Mindtree Limited and Timex Group India Limited</p> <p>Audit Committee – Brigade Enterprises Limited, Timex Group India Limited, Orange County Resorts &amp; Hotels Limited</p> <p>Nomination &amp; Remuneration Committee – Brigade Enterprises Limited</p> <p>Corporate Social Responsibility Committee – LTI Mindtree Limited</p>

The terms & conditions of his re-appointment, consent to act as Directors, declaration by proposed appointees and notices received u/s 160 of the Act and other documents referred to in the resolution at agenda no. 2 of accompanying Notice and Explanatory Statement will be available electronically for inspection by the Members at request till the date of this General Meeting and during this General Meeting.

Mr. Bijou Kurien (DIN: 01802995) is concerned and interested in the resolution set out at Item No. 1 of the Notice as resolution is pertaining to his own re-appointment. None of the other Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.



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The Board recommends the Special Resolution at Item No.1 for approval of the Members.

#### **Item No. 2:**

The Company has entered into Consultancy Agreements with Mr. Naresh Jain (DIN: 00337573) on April 01, 2022 and March 01, 2023 for availing professional services as mentioned in the annexure to the said Agreement. Approval of the Board, Nomination and Remuneration Committee and the Audit Committee under sections 177, 188 and 197 and other applicable provisions of the Companies Act, 2013 has been obtained in their respective Meetings dated December 14, 2022 ratifying and approving the appointment at office and place of Profit and to avail professional advisory services from Mr. Naresh Jain (DIN: 00337573), Promoter of the Company and who was Non-Executive Director of the Company till September 11, 2022, who is having requisite professional qualification to provide the said services, as Consultant of the Company, for a period starting from April 01, 2022 to December 31, 2023 on such terms and conditions including payment of fees, as mentioned in the Consultancy Agreements dated April 01, 2022 and March 01, 2023, copies of which are available for inspection of the Members at request.

Since Mr. Naresh Jain (DIN: 00337573) was Director till September 11, 2022, availing the above services of Professional nature from him require approval of the Board and Members in terms of proviso to Section 197(4) of the Act.

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. and WOIA, Ltd. (Formerly known as Global Medical Response of India Limited).

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the present Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the resolution mentioned at the item no. 2 of the notice of this 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	Mr. Naresh Jain (DIN: 00337573) (being Director till September 11, 2022)
3	Nature of relationship	He himself was Director till September 11, 2022
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Appointment of 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, 2022 to December 31, 2023 of Rs. 2,95,000/- (Rupees Two Lakh Ninety Five Thousand only) including taxes, per month.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	--

The brief profile of Mr. Naresh Jain (DIN: 00337573), pursuant to Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is given below:

<b>Name of the Director</b>	Mr. Naresh Jain
DIN	00337573
Date of Birth	May 26, 1968
Age	54 years
Qualifications	MBA in finance from the University of Maryland and a Bachelor's degree in electrical engineering from the University of Jodhpur in Rajasthan
Nationality	Indian
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 23 years.
Terms and conditions of appointment/re-appointment	He was non-executive Director and is paid fees for professional services provided to the Company since April 01, 2022.
Date of first appointment on the Board	April 07, 2015
Details of remuneration drawn	He was not drawing any remuneration as Director of the Company however he was paid fees for Professional Services provided by him to the Company.
Details of remuneration sought to be paid	He was non-executive Director and was paid fees for professional services provided to the Company since April 01, 2022 till September 11, 2022 during his tenure as Director.
Shareholding in the Company	100 Equity Shares
List of Directorships held in other Companies	Ziqitza Brand Management Private Limited
Committee Chairmanship/Membership in other Companies	Nil

The Board recommends the resolution at item no. 2 to the Members for their approval by way of passing an Ordinary Resolution.

All documents referred to in the resolution at agenda no. 2 of accompanying Notice and Explanatory Statement will be available electronically for inspection by the Members at request till the date of this General Meeting and during this General Meeting.

### **Item No. 3:**

The Company has entered into Consultancy Agreement with M/s. RN Associates, a Partnership Firm in which Mr. Naresh Jain (DIN: 00337573), erstwhile Director is Partner, on April 01, 2022 for availing services as mentioned in the annexure to the said Agreement.

Approval of the Board and the Audit Committee under sections 177, 184, and 188 and all the other applicable provisions of the Companies Act, 2013, has been obtained at the respective Meetings dated



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December 14, 2022 to ratifying and approving the appointment at office and place of Profit of M/s RN Associates, as Consultant of the Company, for a period starting from April 01, 2022 to March 31, 2023 on such terms and conditions including payment of fees, as mentioned in the Consultancy Agreement dated April 01, 2022, a copy of which is available for inspection of the Members at request.

Since, Mr. Naresh Jain (DIN: 00337573) was Director till September 11, 2022 and is also Partner in RN Associates, in terms of Section 2(76) read with Section 188(1)(f) of the Companies Act, 2013, the said appointment is Related Party Transaction (Holding Office and Place of Profit) and require approval of the Members.

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. and WOIA, Ltd. (Formerly known as 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 (DIN: 00337573), who was Director during the period April 01, 2022 till September 11, 2022, is concerned or interested, financially or otherwise in the resolution mentioned at the item no. 3 of the notice of this 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	RN Associates
2	Name of the director or key managerial personnel who is related, if any	Mr. Naresh Jain (DIN: 00337573) (being Director till September 11, 2022)
3	Nature of relationship	He is Partner of RN Associates
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Appointment of M/s. 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, 2022 to March 31, 2023 of Rs.4,13,333.33/- (Rupees Four Lakh Thirteen Thousand Three Hundred and Thirty Three and Thirty Three Paise only) including taxes, per month
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. 3 to the Members for their approval by way of passing an Ordinary Resolution.

All documents referred to in the resolution at agenda no. 3 of accompanying Notice and Explanatory Statement will be available electronically for inspection by the Members at request till the date of this General Meeting and during this General Meeting.

#### **Item No. 4:**

Med Care 365 Medical Services Private Limited, wholly-owned Subsidiary of the Company, has



#### **Ziqitza HealthCare Limited**

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entered into Consultancy Agreement with Ms. Manjula Easwaran, Company Secretary and KMP of the Company, on August 11, 2022 for availing Consultancy services, as mentioned in the annexure to the said Agreement. Approval of the Board and the Audit Committee under sections 177, 188 and all the other applicable provisions of the Companies Act, 2013 has been obtained in their respective Meetings dated December 14, 2022 ratifying and approving the appointment at office and place of Profit of Ms. Manjula Easwaran, KMP of the Company, as Consultant of Med Care 365 Medical Services Private Limited, for a period starting from September 01, 2022 till March 31, 2024 on such terms and conditions including payment of fees, as mentioned in the Consultancy Agreement dated August 11, 2022, a copy of which is available for inspection of the Members at request.

In terms of Section 2(76)(ii) read with Section 188(1)(f) of the Companies Act, 2013, the said appointment is Related Party Transaction (Holding Office and Place of Profit) and require approval of the Members as the said fees to be paid pursuant to said Agreement with effect from April 01, 2023 will exceed Rs. 2,50,000/- per month.

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 are concerned or interested, financially or otherwise in the resolution mentioned at the item no. 4 of the notice of this General Meeting, except, Ms. Manjula Easwaran, being KMP of Ziqitza Health Care Limited, and drawing salary as Company Secretary of Ziqitza Health Care 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	Ms. Manjula Easwaran
2	Name of the director or key managerial personnel who is related, if any	Ms. Manjula Easwaran
3	Nature of relationship	She is KMP in Ziqitza Health Care Limited, holding Company of Med Care 365 Medical Services Private Limited
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Appointment of Ms. Manjula Easwaran as a Consultant to assist Med Care 365 Medical Services Private Limited 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, 2023 to March 31, 2024 of Rs. 43,71,440/- (Rupees Forty Three Lakh Seventy One Thousand Four Hundred Forty only) including taxes
5	Any other information relevant or important for the members to take a decision on the proposed resolution	She will be taking total consultancy fees of Rs. 10,50,000/- from the Company from September 01, 2022 till March 31, 2023.

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 resolution at agenda no. 4 of accompanying Notice and Explanatory Statement will be available electronically for inspection by the Members at request till the date of this General Meeting and during this General Meeting.



## Ziqitza HealthCare Limited

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**Item No. 5:**

The Company is regular participating in tenders for running and operating of Ambulances and various Child/woman helplines. In view of huge pipeline of tenders, the Company needed funds for its working capital and for bidding in tenders. The Board of Directors in their meeting held on December 14, 2022 has decided to increase the share capital of the Company by way of rights issue of Equity Shares to the existing Members of the Company.

As per Section 62(1)(a), the Company can increase its subscribed capital by the issue of further shares to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to certain conditions.

In terms of the said provisions, issue on shares on Right Basis requires only approval of the Board of Directors and no shareholders' approval is required. However, as good corporate governance practice, the Board decided to take shareholders' approval for said issue of shares.

It is proposed to issue 701,531 Equity Shares of Rs. 10/- each of the Company at an issue price of Rs. 880.00/- per share, including premium of Rs. 870.00/- per share.

If approved, the Rights Issue will be in the ratio of the shares held by the shareholders as on the record date i.e., 17 Equity Shares for every 10 equity shares held by the shareholders as on record date.

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 are concerned or interested, financially or otherwise in the resolution mentioned at the item no. 5 of the notice of this General Meeting, except, to the extent of their shareholding in the Company pursuant to which they would be entitled to Right Offer.

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 resolution at agenda no. 5 of accompanying Notice and Explanatory Statement will be available electronically for inspection by the Members at request till the date of this General Meeting and during this General Meeting.

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



Manjula Easwaran  
Company Secretary  
(Membership No: A13858)

Address: P-1704, Srishti Heights, Mayuresh Srishti, Complex, LBS Marg, Bhandup West, Mumbai – 400078.

Date: March 08, 2023  
Place: Mumbai



**Ziqitza HealthCare Limited**

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