

NOTICE

NOTICE is hereby given that **AN EXTRA ORDINARY GENERAL MEETING** of the Members of **SANJIVANI PARANTERAL LTD.** will be held on **THURSDAY, THE 18TH DAY OF JANUARY, 2024** at **11:00 am** through Video Conferencing / Other Audio-Visual Means to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company mentioned above.

SPECIAL BUSINESS:**1) TO OFFER, ISSUE AND ALLOT WARRANTS TO PROMOTER ON PREFERENTIAL BASIS:**

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 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 read with the relevant and applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("the Act") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("the SEBI ICDR Regulations/ ICDR Regulations"), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") and the listing agreement executed by the Company with the Stock Exchange, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Ministry of Corporate Affairs ("MCA"), stock exchange where the shares of the Company are listed namely, BSE Limited ("Stock Exchange"), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, up to 600,000 (Six Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs.10/- (Rupees Ten Only) ("**Warrants**") each at a price Rs. 135.10/- (Rupees One Hundred Thirty-Five and Ten Paise only) each payable in cash ("**Warrant Issue Price/Warrants Exercise Price**"), aggregating upto Rs. 8,10,60,000/- (Rupees Eight Crore Ten Lakhs Sixty Thousand Only) ("**Total Warrants Issue Size**") on a preferential basis to persons listed below ("**Warrant Holder(s)**" / "**Proposed Allottee(s)**") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 33.78/- (Rupees Thirty-Three and Seventy-Eight Paise Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment ("**Warrant Subscription Price**") entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of balance Rs. 101.32/- (Rupees One Hundred One and Thirty-Two Paise only) which is equivalent to remaining 75% (Seventy-five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Names of the proposed allottees	Maximum Nos. of Warrants to be Allotted
Promoter		
1.	Mr. Ashwani Khemka	600,000
Total		600,000

RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be Tuesday, December 19, 2023 being the date i.e. 30 (thirty) days prior to the date of the EGM and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is Rs. 135.07/- (Rupees One Hundred Thirty-Five and Seven Paise only);

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of the said warrants shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time

of exercise of option to apply for fully paid-up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.

2. The Warrant Holder shall be entitled to exercise the option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.
3. The respective Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
5. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder(s);
6. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder(s);
7. The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
8. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;
9. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder(s) thereof any rights with respect to that of an Equity shareholder of the Company;
10. The Warrants and Equity Shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations.
11. The Warrant holder(s) shall not be entitled for any bonus shares and / or entitlement to apply and subscribe to rights issue of equity shares if declared / announced by the Company unless the said warrants are converted into fully-paid up equity shares as on the date to determine the entitlement of shareholders entitled for bonus shares or entitled to apply for right-issue of equity shares.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder(s), if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making application to BSE for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company ("Committee"), any director(s) and / or officer(s) and / or any person associated with the Company;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects."

2) TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:

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 23(1) (b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the "SEBI ICDR Regulations/ ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreement entered into by the Company with the BSE Limited ("Stock Exchange") on which the Equity Shares of the Company having Face Value of Re. 10/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to issue, offer and allot 16,86,000 (Sixteen Lakh Eighty-Six Thousand) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 135.10/- (Rupees One Hundred Thirty-Five and Ten Paise only) per Equity Share (including a premium of Rs. 125.10/- (Rupees One Hundred Twenty-Five and Ten Paise Only) per share, aggregating to Rs. 22,77,78,600/- (Rupees Twenty-Two Crores Seventy-Seven Lakhs Seventy-Eight Thousand Six Hundred Only) ("Preferential Allotment Price"), to the below mentioned proposed allottee(s) (hereinafter referred to as "Investors" or "Allottees") by way of preferential issue ("Preferential Issue") on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Sr. No.	Names of the proposed allottees	Maximum Nos. of Equity Shares to be Allotted
Non-Promoter (Others)		
1.	India Equity Fund 1	6,00,000
2.	Mr. Ashish Kacholia	3,70,000
3.	Mrs. Monika Garware	3,00,000
4.	Mr. Anurag Jain	1,08,000
5.	Ashika Global Securities Pvt. Ltd.	1,08,000
6.	NABS Vriddhii LLP (Formerly Known as Neelachal Edifice LLP)	75,000
7.	Shalaka Devendra Chawla	50,000
8.	Mr. Sudheer Mahajan	25,000
9.	Venus Orchards Pvt. Ltd.	25,000
10.	Plasma Commercials Pvt. Ltd.	25,000
Total		16,86,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Tuesday, December 19, 2023 ("Relevant Date"), being the date 30 days prior to the date of this Extra-Ordinary General Meeting and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is Rs. 135.07/- (Rupees One Hundred Thirty-Five and Seven Paise only);

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the BSE Ltd. (herein after referred to Stock Exchange) subject to receipt of necessary regulatory permissions and approvals.
- b. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of

allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the respective Investor.
- f. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting the Investors to subscribe to the issue in accordance with the provisions of the Act;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects."

**By order of the Board of Directors
FOR SANJIVANI PARANTERAL LTD.**

**Mr. Ashwani Khemka
DIN: 00337118
Chairman & Managing Director**

Regd. Office:

205 P-N KOTHARI INDL ESTATE, L. B. S. MARG,
BHANDUP (W). MUMBAI

Date: December 25, 2023

Place: Mumbai

NOTES:

- 1) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No.09/2023 read with General Circular no. 11/2022 dated December 28, 2022 read with General Circular No. 2/2022 dated May 5, 2022 read with Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and read with General Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated October 07, 2023 READ WITH Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of General Meetings through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Extra Ordinary General Meeting of the Members of the Company is being held through VC/OAVM, which does not require physical presence of members. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the EGM is be sent only through electronic mode and to only those members who names appear in the register of Members as on December 22, 2023 and whose e-mail IDs are registered with the Registrar and Share Transfer Agent/Depository Participant.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS NOT ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF SINCE THIS MEETING IS HELD THROUGH VC/OAVM.
- 3) Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to dinesh.deora@yahoo.com with a copy marked to the Company at info@sanjivani.co.in and to its RTA at instameet@linkintime.co.in
- 4) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) The Notice of the EGM will be available on the Company's website i.e. www.sanjivani.co.in as well as on the LIPL website i.e. <https://linkintime.co.in/> and on stock exchange website i.e www.bseindia.com.
- 6) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
- 7) Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - a. any change in their address/ mandate/ bank details
 - b. particulars of their bank account in case the same have not been sent earlier, and
 - c. share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- 8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
- 9) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 10) Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to send their queries to the Company through email on info@sanjivani.co.in at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
- 11) Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 12) **Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address info@sanjivani.co.in consenting to send all communications/ and other documents in electronic form.**
- 13) Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
- 14) To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Link Intime India Private Limited for receiving Notices and other communications through electronic

mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.

15) Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LI IPL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL). The facility for e-voting shall also be made available at the EGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.
- II. The Member(s) who have cast their vote by remote e-voting prior to the EGM, may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- III. **The remote e-voting period commences on Monday, January 15, 2024 (IST 9.00 A.M.) and ends on Wednesday, January 17, 2024 (IST 5.00 PM).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, January 12, 2024**, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or e-voting at the Meeting.

A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

IV. The process and manner for remote e-voting is as under:

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.
5. Your Password details are given below:
If you are using e-voting system of LI IPL:
<https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with Depository Participant or in the Company record are requested to use the sequence number which is shared in the mail sent by LI IPL indicated in the PAN Field. Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.

	OR
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number.</p> <p>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above-mentioned details are not recorded with the Depository Participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).</p>

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier voting of any company, then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid e-mail address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/ her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details, etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the Company, you choose to vote,
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/ Mutual Fund/ Corporate Body'.

They are also required to upload a scanned certified true copy of the Board Resolution/ authority letter/ power of attorney, etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the 'Custodian/ Mutual Fund/ Corporate Body' login for the Scrutinizer to verify the same.

During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to enotices@linkintime.co.in or Call on 022-49186175.

A copy of this Notice has been placed on the website of the Company and the website of Link Intime India Pvt. Ltd.

Instructions for Members to Vote during the Extra Ordinary General Meeting (EGM) through InstaMeet:

Once the electronic voting is activated by the Scrutinizer during the Meeting, the Members who have not exercised their vote through the remote e-voting can cast their vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for InstaMeet and click on '**Submit**'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.
Enter the number of shares (which represents No. of votes) as on the cut-off date under 'Favour/Against'.
You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the Meeting.

Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the Members have any queries or issues regarding e-voting, you can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

V. Instructions for Members for attending the Extra Ordinary General Meeting (EGM) through InstaMeet (VC/OVAM):

Instructions for Members to attend the EGM through InstaMeet (VC/OAVM) are as under:

- 1) Members are entitled to attend the EGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the EGM through VC/ OAVM shall open 15 minutes before the time scheduled for the EGM and will be available to the Members on first come first serve basis.
- 2) Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the EGM. Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the Meeting without restrictions of first come first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- 3) Members will be provided with InstaMeet facility wherein they shall register their details and attend the EGM as under:
 1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
 - a. Demat Account No.: Enter your 16 digit Demat Account Number or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID

2. Click "Go to Meeting"

Note:

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding e-voting, they can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

Instructions for Members to register themselves as Speakers during Extra Ordinary General Meeting:

Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at info@sanjivani.co.in from January 15, 2024 (10:00 a.m. IST) to January 17, 2024 (5:00 p.m. IST).

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at info@sanjivani.co.in. The same will be replied by the Company suitably.

Note:

Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

VI. Other Instructions

Mr. Dinesh Kumar Deora, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the EGM. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('THE ACT')

Item No. 1:

The Company intends to raise funds to augment its future expansion and growth of the Company, through preferential issue. The Board of Directors at its meeting dated December 25, 2023 have proposed to create, offer, issue and allot up to 600,000 (Six Lakh) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of 10/- (Rupees Ten Only) each at a price (including the Warrant Subscription Price and the Warrants Exercise Price) of Rs. 135.10/- (Rupees One Hundred and Thirty-Five and Ten Paise only) each to be payable in cash ("**Warrants Issue Price / Warrants Exercise Price**"), aggregating upto Rs. 8,10,60,000/- (Rupees Eight Crore Ten Lakhs Sixty Thousand Only) ("**Total Warrant Issue Size**") on a preferential basis to the Promoter i.e. Mr. Ashwani Khemka ("**Warrant Holder(s) / Proposed Allottee(s)**"), on preferential basis. Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1) (b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 of the ICDR Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution at Item no.1 of this Notice. The issue and allotment of Warrants including resultant Equity Shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

1. Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;
2. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be Tuesday, December 19, 2023;
3. In accordance with the applicable provisions of the ICDR Regulations an amount of Rs. 33.78/- (Rupees Thirty-Three and Seventy-Eight Paise Only) which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price");
4. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of Rs. 101.32/- (Rupees One Hundred One and Thirty-Two Paise only) being 75% (seventy-five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder;
5. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;
6. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
7. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations;
8. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;
9. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, ICDR Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;
10. The allotment of the Warrants are subject to the condition that the Proposed Allottees and the members of the promoter have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date i.e. Tuesday, December 19, 2023 except inter-se between the promoters, if any, under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011 or on account of transfer of shares held by the promoters or promoter group on account of invocation of pledge by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or mutual fund or insurance company registered with the Insurance Regulatory and Development Authority. The Proposed Allottee has represented that he has not sold any Equity

Shares of the Company during 90 trading days preceding the Relevant Date;

11. None of the persons belonging to promoter / promoter group has previously subscribed to warrants of the Company and have failed to exercise the warrants.

The details of the Warrants issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:

1. Objects of the preferential issue:

The Company intends to raise funds for its future expansion and growth of the Company, through preferential issue.

2. Maximum number of specified securities to be issued:

Upto 600,000 (Six Lakhs) Convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Shares of the Company presently having face value of Rs.10/- (Rupees Ten Only) ("Equity Share") each at a price (including the Warrants Subscription Price and the warrants exercise price) of Rs. 135.10/- (Rupees One Hundred and Thirty-Five and Ten Paise only) each to be payable in cash ("Warrants Issue Price"), aggregating upto Rs. 8,10,60,000/- (Rupees Eight Crore Ten Lakhs Sixty Thousand Only) ("Total Warrants Issue Size").

3. Intent of the Promoter(s), Director(s) or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

The following Promoter(s), Director(s) or Key Managerial Personnel or Senior Management of the Company intend to subscribe to the Warrants by way of Preferential Issue upto 600,000 (Six Lakh Only)

Sr. No.	Names of the proposed allottees	Designation	Maximum Nos. of Warrants to be Allotted
1.	Mr. Ashwani Khemka	Chairman & Managing Director (Promoter)	600,000
Total			600,000

Except as mentioned above, no other Promoter(s), Director(s) or Key Managerial Personnel or Senior Management of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

4. Shareholding pattern of the issuer before and after the preferential issue:

Note: Assuming all the Warrants allotted pursuant to this issue are converted into Equity Shares of the Company and assuming that the Equity shares are also allotted as per item no. 2 of the Notice.

Sr. No.	Category	Pre-Preferential Holding (as on December 18, 2023)		Post Preferential Holding	
		No. of Equity Shares	%	No. of Equity Shares	%
A.	Promoter Group Holding				
	i. Indian Promoters				
	- Individual/HUF	32,33,061	32.3361	38,33,061	31.2029
	- Bodies Corporate	-	-	-	-
	- Others (Trusts)	-	-	-	-
	ii. Foreign Promoters	-	-	-	-
	- Individual	-	-	-	-
	- Bodies Corporate	-	-	-	-
	Sub Total (A)	32,33,061	32.3361	38,33,061	31.2029
B.	Public				
	1. Institutions (Domestic)	-	-	-	-
	a. Mutual Fund	-	-	-	-
	b. Venture/Private Equity Funds	675,903	6.7602	675,903	5.5022

c. Alternate Investment Funds	-	-	600,000	4.8843
d. Banks	-	-	-	-
e. Insurance Companies	-	-	-	-
f. Provident Funds/ Pension Funds	-	-	-	-
g. Asset Reconstruction Companies	-	-	-	-
h. Sovereign Wealth Funds	-	-	-	-
i. NBFCs registered with RBI	-	-	-	-
j. Other Financial Institutions	-	-	-	-
k. Any Other (Specify)	-	-	-	-
Sub Total B1	675,903	6.7602	12,75,903	10.3865
2. Institution (Foreign)				
a. Foreign Direct Investment	-	-	-	-
b. Foreign Venture Capital Investors	-	-	-	-
c. Sovereign Wealth Funds	-	-	-	-
d. Foreign Portfolio Investors Category I	-	-	-	-
e. Foreign Portfolio Investors Category II	-	-	-	-
f. Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
g. Any Other (Specify)	-	-	-	-
Sub Total (B2)	-	-	-	-
3. Central Government/ State Government(s)				
a. Central Government / President of India	-	-	-	-
b. State Government / Governor	-	-	-	-
c. Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
Sub Total (B3)	-	-	-	-
4. Non-Institutions				
a. Associate companies / Subsidiaries	-	-	-	-
b. Directors and their relatives (excluding Independent Directors and nominee Directors)	-	-	-	-
c. Key Managerial Personnel	-	-	-	-
d. Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-
e. Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-
f. Investor Education and Protection Fund (IEPF)	-	-	-	-
g. i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	21,83,871	21.8424	21,83,871	17.7778

h. ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	26,34,907	26.3536	34,87,907	28.3932
i. Non Resident Indians (NRIs)	74,587	0.7460	74,587	0.6071
j. Foreign Nationals	-	-		
k. Foreign Companies	-	-		
l. Bodies Corporate	8,78,615	8.7876	10,36,615	8.4385
m. Any other:				
- Trusts	100	0.0010	100	0.0008
- Body Corp-Ltd Liability Partnership	38,513	0.3852	113,513	0.9240
- Hindu Undivided Family	278,578	2.7863	278,578	2.2677
- Clearing Member	165	0.0017	165	0.0013
Sub Total (B4)	60,89,336	60.9037	71,75,336	58.4106
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)	67,65,239	67.6639	84,51,239	68.7971
Grand Total (A+B)	99,98,300	100.00	1,22,84,300	100.00

5. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Proposed Allottee	Beneficial Owner	*Post % Capital held by the proposed allottee
Mr. Ashwani Khemka	Individual himself	29.51%

*Considering warrants on fully diluted basis and taken into account the issuance of 16,86,000 equity shares as proposed at the Item No. 2 of the Notice.

There will be no change in control.

7. Change in control, if any in the Company that would occur consequent to the preferential offer:

Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, there is no change of control of the Company.

8. Relevant Date and Warrant Issue Price:

The primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations is Tuesday, December 19, 2023 being 30 days prior to the date of the EGM convened to obtain the approval of the Members. The minimum issue price or Floor Price for issue of Equity Shares as determined in accordance with Regulation 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is Rs. 135.07/- (Rupees One Hundred Thirty-Five and Seven Paise only). In view of the above, the Board has approved a Warrant Issue Price of Rs. 135.10/- (Rupees One Hundred Thirty-Five and Ten Paise only) per Warrant.

9. Basis or Justification of Warrants issue price:

The price of Rs. 135.10/- (Rupees One Hundred Thirty-Five and Ten Paise only) of the Warrants to be issued and allotted to the proposed allottee has been determined taking into account the valuation report dated December 25, 2023, issued by Mr. Dinesh Kumar Deora, independent registered valuer (Registration no. IBBI/RV/03/2019/12711), having office at 205, Nadiadwala Market, Poddar Road, Malad East, Mumbai - 400097, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.sanjivani.co.in/investorzone>

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The Equity Shares of the Company are listed only on BSE Limited ("BSE") and the shares were frequently traded. Since the Volume Weighted Average Price (VWAP) of 10 previous trading days is higher, therefore VWAP of 10 previous trading days is considered.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations Rs. 135.07 (Rupees One Hundred Thirty-Five and Seven Paise only).

In view of the above, the Board of the Company has fixed the Warrants Issue price (i.e. the price including the Warrants Subscription Price and the Warrants Exercise Price) of Rs. 135.10 (Rupees One Hundred Thirty-Five and Ten Paise only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

10. Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

None

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

13. Lock-in period:

13.1. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

13.2. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

14. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

15. List of Proposed Allottees and % of capital that may be held by them post preferential offer:

Sr. No.	Names of the proposed allottees	Pre holding in %	% of capital that may be held by them post preferential offer assuming warrants fully exercised
1.	Mr. Ashwani Khemka	30.26 %	29.51%

Note: Note: Assuming all the Warrants allotted pursuant to this issue are converted into Equity Shares of the Company and assuming that the Equity shares are also allotted as per item no. 2 of the Notice.

16. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

No Change

17. Principal terms of assets charged as securities:

Not Applicable

18. Material term of raising equity shares:

No material terms other than stated above.

19. Practicing Company Secretary's Certificate:

A certificate from M/s. DKJ & Associates, Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://www.sanjivani.co.in/investorzone>

20. Other Disclosures/Undertaking:

- a. During the Financial Year the Company has not made any allotment on preferential basis.
- b. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- c. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- d. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
- e. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- f. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- g. The Company is in compliance with the conditions for continuous listing;
- h. Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of ICDR regulations and;
- i. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.

In terms of the provisions of Section 23 (1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of Warrants requires prior approval of the Shareholders of the Company by way of a Special Resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 1 to be approved by Special Resolution of the Members.

Mr. Ashwani Khemka, Managing Director and Promoter and Mr. Srivardan Khemka, Non-Independent and Non-Executive Director, of the Company and Mr. Ashwani Khemka's relative(s) being part of the promoter/ promoter group are concerned or interested in the resolution at Item No. 1 only to the extent of their shareholding interest in the Company. Apart from the above none of the other Directors / Key Managerial Personnel(s) of the Company or their relatives are concerned or interested, financially or otherwise, in the above referred resolution, if any, in the Company.

Item No. 2:

The Company intends to raise funds for its future expansion and growth of the Company, through preferential issue. The Board of Directors at its meeting dated December 25, 2023 have proposed to create, offer, issue and allot up to 16,86,000 (Sixteen Lakh Eighty-Six Thousand) Equity shares of the Company having face value of 10/- (Rupees Ten Only) each at a price of Rs. 135.10/- (Rupees One Hundred Thirty-Five and Ten Paise only) each to be payable in cash ("**Issue Price**"), aggregating upto Rs. 22,77,78,600/- (Rupees Twenty-Two Crores Seventy-Seven Lakhs Seventy-Eight Thousand Six Hundred Only) ("**Issue Size**") on a preferential basis to non-promoter group and to non-existing shareholders. Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1) (b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as SEBI ICDR Regulations, 2018 to create, offer, issue and allot Equity Shares as per details mentioned in the resolution at Item no.2 of this Notice. The issue and allotment of equity shares shall be on the terms and conditions, as mentioned below:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the BSE Ltd. (herein after referred to Stock Exchange) subject to receipt of necessary regulatory permissions and approvals.
- b. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the respective Investor.
- f. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The details of the Equity Shares issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:

1. Objects of the preferential issue:

The Company intends to raise funds for its future expansion and growth of the Company, through preferential issue.

2. Maximum number of specified securities to be issued:

Upto 16,86,000 (Sixteen Lakh Eighty-Six Thousand only) fully paid-up equity share of the Company having face value of Rs.10/- (Rupees Ten Only) ("Equity Share") each at a price of Rs.135.10 (Rupees One Hundred Thirty-Five and Ten Paise Only) each to be payable in cash ("Issue Price"), aggregating upto Rs. 22,77,78,600/- (Rupees Twenty-Two Crores Seventy-Seven Lakhs Seventy-Eight Thousand Six Hundred Only) ("Issue Size").

3. Intent of the Promoter(s), Director(s) or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

None

4. Shareholding pattern of the issuer before and after the preferential issue:

Note: Assuming all the Warrants allotted pursuant to this issue are converted into Equity Shares of the Company.

Sr. No.	Category	Pre-Preferential Holding (as on December 18, 2023)		Post Preferential Holding	
		No. of Equity Shares	%	No. of Equity Shares	%
A.	Promoter Group Holding				
	i. Indian Promoters				
	- Individual/HUF	32,33,061	32.3361	38,33,061	31.2029
	- Bodies Corporate	-	-	-	-
	- Others (Trusts)	-	-	-	-
	ii. Foreign Promoters	-	-	-	-
	- Individual	-	-	-	-
	- Bodies Corporate	-	-	-	-
	Sub Total (A)	32,33,061	32.3361	38,33,061	31.2029
B.	Public				
	1. Institutions (Domestic)				
	a. Mutual Fund	-	-	-	-
	b. Venture/Private Equity Funds	675,903	6.7602	675,903	5.5022
	c. Alternate Investment Funds	-	-	600,000	4.8843

d. Banks	-	-	-	-
e. Insurance Companies	-	-	-	-
f. Provident Funds/ Pension Funds	-	-	-	-
g. Asset Reconstruction Companies	-	-	-	-
h. Sovereign Wealth Funds	-	-	-	-
i. NBFCs registered with RBI	-	-	-	-
j. Other Financial Institutions	-	-	-	-
k. Any Other (Specify)	-	-	-	-
Sub Total (B1)	675,903	6.7602	12,75,903	10.3865
2. Institution (Foreign)				
a. Foreign Direct Investment	-	-	-	-
b. Foreign Venture Capital Investors	-	-	-	-
c. Sovereign Wealth Funds	-	-	-	-
d. Foreign Portfolio Investors Category I	-	-	-	-
e. Foreign Portfolio Investors Category II	-	-	-	-
f. Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
g. Any Other (Specify)	-	-	-	-
Sub Total (B2)	-	-	-	-
3. Central Government/ State Government(s)				
a. Central Government / President of India	-	-	-	-
b. State Government / Governor	-	-	-	-
c. Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
Sub Total (B3)	-	-	-	-
4. Non-Institutions				
a. Associate companies / Subsidiaries	-	-	-	-
b. Directors and their relatives (excluding Independent Directors and nominee Directors)	-	-	-	-
c. Key Managerial Personnel	-	-	-	-
d. Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-
e. Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-
f. Investor Education and Protection Fund (IEPF)	-	-	-	-
g. i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	21,83,871	21.8424	21,83,871	17.7778
h. ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	26,34,907	26.3536	34,87,907	28.3932
i. Non Resident Indians (NRIs)	74,587	0.7460	74,587	0.6071

	j. Foreign Nationals	-	-		
	k. Foreign Companies	-	-		
	l. Bodies Corporate	8,78,615	8.7876	10,36,615	8.4385
	m. Any other:				
	- Trusts	100	0.0010	100	0.0008
	- Body Corp-Ltd Liability Partnership	38,513	0.3852	113,513	0.9240
	- Hindu Undivided Family	278,578	2.7863	278,578	2.2677
	- Clearing Member	165	0.0017	165	0.0013
	Sub Total (B4)	60,89,336	60.9037	71,75,336	58.4106
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)	67,65,239	67.6639	84,51,239	68.7971
	Grand Total (A+B)	99,98,300	100.00	1,22,84,300	100.00

5. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Equity Shares are required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Proposed Allottee	Beneficial Owner			Post % Capital held by the proposed allottee
India Equity Fund 1	Mr. Jatin Chonnani			4.88%
Mr. Ashish Kacholia	Individual himself			3.01%
Mrs. Monika Garware	Individual herself			2.44%
Mr. Anurag Jain	Individual himself			0.88%
Ashika Global Securities Pvt. Ltd.	Sr. No.	Full Name of Beneficial owner/controlling-natural person(s)	Controlling / ownership Interest (%)	0.88%
	1.	Mr. Pawan Jain	17.92	
	2.	Mr. Daulat Jain	8.75	
	3.	Mrs. Shashi Jain	14.81	
	4.	Mrs. Roshni Jain	14.37	
NABS Vriddhii LLP (Formerly Known as Neelachal Edifice LLP)	1.	Mr. Bijay Kumar Agarwal		0.61%
	2.	Mrs. Niru Agarwal		
Shalaka Devendra Chawla	Individual himself			0.41%
Mr. Sudheer Mahajan	Individual himself			0.20%
Venus Orchards Pvt. Ltd.	Mr. Rajyavardhan Kajaria			0.20%
Plasma Commercials Pvt. Ltd.	Mr. Kiran Dhelia			0.20%

7. Change in control, if any in the Company that would occur consequent to the preferential offer:

Upon the issuance and allotment of the equity shares, there is no change of control of the Company.

8. Relevant Date and Issue Price:

The primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations is Tuesday, December 19, 2023 being 30 days prior to the date of the EGM convened to obtain the approval of the Members. The minimum issue price or Floor Price for issue of Equity Shares as determined in accordance with Regulation 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is Rs. 135.07/- (Rupees One Hundred Thirty-Five and

Seven Pasie only). In view of the above, the Board has approved an Issue Price of Rs. 135.10/- (Rupees One Hundred Thirty-Five and Ten Pasie only) per Equity Share.

9. Basis or Justification of issue price:

The price of Rs. 135.10/- (Rupees One Hundred Thirty-Five and Ten Pasie only) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated December 25, 2023, issued by Mr. Dinesh Kumar Deora, independent registered valuer (Registration no. IBBI/RV/03/2019/12711), having office at 205, Nadiadwala Market, Poddar Road, Malad East, Mumbai - 400097), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.sanjivani.co.in/investorzone>

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The Equity Shares of the Company are listed only on BSE Limited ("BSE") and the shares were frequently traded. Since the Volume Weighted Average Price (VWAP) of 10 previous trading days is higher, therefore VWAP of 10 previous trading days is considered.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations Rs. 135.07 (Rupees One Hundred Thirty-Five and Seven Pasie only).

In view of the above, the Board of the Company has fixed the Equity Issue price of Rs. 135.10 (Rupees One Hundred Thirty-Five and Ten Pasie only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

10. Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Equity Shares in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the allottees.

11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

None

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

13. Lock-in period:

13.1. The Equity Shares shall be locked-in as prescribed under the ICDR Regulations from time to time.

13.2. The pre-preferential allotment shareholding of the allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

14. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

15. List of Proposed Allottees and % of capital that may be held by them post preferential offer:

Sr. No.	Names of the proposed allottees	Pre holding in %	% of capital that may be held by them post preferential offer
1.	India Equity Fund 1	NIL	4.88%
2.	Mr. Ashish Kacholia	NIL	3.01%
3.	Mrs. Monika Garware	NIL	2.44%
4.	Mr. Anurag Jain	NIL	0.88%

5.	Ashika Global Securities Pvt. Ltd.	NIL	0.88%
6.	NABS Vriddhii LLP (Formerly Known as Neelachal Edifice LLP)	NIL	0.61%
7.	Shalaka Devendra Chawla	NIL	0.41%
8.	Mr. Sudheer Mahajan	NIL	0.20%
9.	Venus Orchards Pvt. Ltd.	NIL	0.20%
10.	Plasma Commercials Pvt. Ltd.	NIL	0.20%

Note: The above is considering warrants on fully diluted basis and forming part of the paid-up capital

16. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Non-Promoter

17. Principal terms of assets charged as securities:

Not Applicable

18. Material term of raising equity shares:

No material terms other than stated above.

19. Practicing Company Secretary's Certificate:

A certificate from M/s. DKJ & Associates, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://www.sanjivani.co.in/investorzone>

20. Other Disclosures/Undertaking:

- During the Financial Year the Company has not made any allotment on preferential basis;
- The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable;
- None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations;
- The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company is in compliance with the conditions for continuous listing;
- Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of ICDR regulations and;
- The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.

In terms of the provisions of Section 23 (1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of Equity Shares requires prior approval of the Shareholders of the Company by way of a Special Resolution.

The Board believes that the proposed issue of Equity Shares is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 2 to be approved by Special Resolution of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in this item of business.

**By order of the Board of Directors
FOR SANJIVANI PARANTERAL LTD.**

**Mr. Ashwani Khemka
DIN: 00337118
Chairman & Managing Director**

Regd. Office:

205 P-N KOTHARI INDL ESTATE, L. B. S. MARG,
BHANDUP (W). MUMBAI

Date: December 25, 2023

Place: Mumbai