

**Date:** 08<sup>th</sup> June, 2022

**To**  
**BSE Ltd.**  
P. J. Towers  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Mam,

**Sub: Postal Ballot Notice Dated April 29, 2022**  
**Scrip Code: 524444**

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice ("Notice") dated April 29, 2022 being sent to the members.

The Notice seeks approval of members of Evexia Lifecare Limited ("Company") through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the following Special Businesses as set out in the Notice:

- 1. TO APPROVE RISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES**
- 2. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. SALIL SHASHIKANT PATEL (DIN: 07371520) AS AN INDEPENDENT DIRECTOR**
- 3. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KARTIK KUMAR BAKULCHANDRA MISTRY (DIN: 07791008) AS AN INDEPENDENT DIRECTOR**

We enclose herewith the Postal Ballot Notice.

Please take the same on your record.

Yours faithfully,

**For, EVEXIA LIFECARE LIMITED**

  
**JAYESH R. THAKKAR**  
**MANAGING DIRECTOR**  
**(DIN: 01631093)**



## EVEXIA LIFECARE LIMITED

**Registered Office:** Vill : Tundao, Tal: Salvi Vadodara - 391775, Gujarat  
**Phone No.:** 0265-2362200/2361100 **Email:** [info@evexialifecare.com](mailto:info@evexialifecare.com)  
**CIN:** L23100GJ1990PLC014692 **Website:** [www.evexialifecare.com](http://www.evexialifecare.com)

### POSTAL BALLOT NOTICE

**(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"),  
read with the Companies (Management and Administration) Rules, 2014)**

Dear Members,

Notice is hereby given to the members of **EVEXIA LIFECARE LIMITED** ("the Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020 and General Circular No. 39/2020 dated 31st December 2020 General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs (the "MCA Circulars"), and Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("Circular") and Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any other applicable laws and regulations, to transact the below mentioned proposed Special Businesses by the members of the **EVEXIA LIFECARE LIMITED** ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

Considering the ongoing COVID-19 pandemic and in accordance with the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its Members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on Saturday, 09th July, 2022, failing which it will be considered that no reply has been received from the Member.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast

their vote using remote e-voting facility only. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Tuesday, 12th July, 2022 by 6:00 p.m. at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Relations and will be communicated to stock exchange, Bombay Stock Exchange of India Limited (BSE) where Equity Shares of the Company are listed.

The resolution for the purpose as stated herein below is proposed to be passed by remote e-voting:

#### **RESOLUTION 1: TO APPROVE RISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES.**

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (the "Companies Act"), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, (the "FEMA") including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, as amended, and the circulars or notifications issued thereunder including the Master

Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended vide the circular on External Commercial Borrowings (ECB) Policy – Rationalisation of End-use Provisions dated July 30, 2019 and as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended the Foreign Exchange Management (Debt Instruments) Regulations, 2019, (together the “ECB Guidelines”) as amended the Depository Receipts Scheme, 2014, as amended (the “2014 Scheme”), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the “1993 Scheme”), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs, , the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), BSE Limited or any other stock exchange where the equity shares of face value of INR 1 each (the “Equity Shares”) of the Company are listed (together the “Stock Exchanges”), and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “Appropriate Authorities”), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of Equity Shares and/or any securities convertible or exchangeable into such number of Equity Shares, including but not limited to convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/ or warrants with non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or foreign currency convertible bonds (“FCCB”) and/or foreign currency exchangeable bonds (“FCEB”) which are convertible or exchangeable into Equity Shares, and/ or preference shares and/or Global Depository Receipts (“GDRs”) and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as “Securities”), secured/un-secured

listed on recognized stock exchanges in India, whether Rupee denominated or denominated in one or more permissible foreign currencies, and/or any combination of any of the aforementioned Securities, in one or more tranches and/or one or more issuances simultaneously or otherwise for an aggregate amount of up to and not exceeding USD 100 Million only (US Dollar One Hundred Million) or its equivalent in Indian rupees or in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), through one or more preferential issue(s), private placement(s), qualified institutions placement(s), pursuant to Chapter VI of SEBI ICDR Regulations (“QIP”), and/ or any combination thereof or any other method as may be permitted under applicable laws to eligible investors, in the course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible person, including Qualified Institutional Buyers, within the meaning prescribed under Chapter VI of SEBI ICDR Regulations (“QIBs”), foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the Securities or not (collectively referred to as the “Investors”), at such price or at a discount or premium to market price, as permitted under applicable laws, and in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of Securities and/or categories of Investors to whom to offer, issue and allot such Securities as may be permitted under applicable laws and regulations.

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the relevant date for determining the price of the Securities to be issued by way of QIP/FCCBs/FCEBs or by way of any other issue(s) shall be the date of the meeting in which the Board decides to open the proposed issue or such other date, as may be prescribed by the applicable laws from time to time.

**RESOLVED FURTHER THAT**, if the Company proposes to issue and allot any Securities by way of QIP to QIBs pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and the 1993 Scheme:

1. The issue and allotment of Securities shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations, from time to time;
2. The “relevant date” for determination of the floor price of the Equity Shares to be issued shall be:
  - (a) in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue, and/or,
  - (b) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board



decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;

3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of upto 5% (five per cent) or such other discount as may be permitted under applicable law (including under the SEBI ICDR Regulations with respect to the QIP Floor Price) for any of Securities;
4. The issue and allotment of fully paid-up Securities, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws (or any combination of the Securities as decided by the Board), shall only be to QIBs within the meaning of Chapter VI of the SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT**, in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue of Securities including timing of the issue(s), the class/category of Investors to whom the Securities are to be issued/offered, number of Securities, number of issues, tranches, floor price, issue price, interest rate, premium/ discount, redemption, allotment of Securities, disposal of Securities which are not subscribed, listing of such Securities with recognised stock exchange in India or abroad.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, trust deed, agency agreement, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time, and to engage, appoint all intermediaries including

without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee, etc, and to enter into and execute all such agreements/arrangements/memorandum of understanding with them, as may be considered necessary or appropriate to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person, as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognised stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

**RESOLUTION 2: TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. SALIL SHASHIKANT PATEL (DIN: 07371520) AS AN INDEPENDENT DIRECTOR:**

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"), as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Mr. Salil Shashikant Patel (DIN: 07371520), who was appointed as an Independent Director at the 26th Annual General Meeting of the Company and who holds office upto 6th September, 2022 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company,

not liable to retire by rotation, to hold office for a second term of 5 years commencing with effect from 06th September 2022 upto 05th September 2027, based on the recommendation of the Nomination and Remuneration Committee and the Board."

**RESOLUTION 3: TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KARTIK KUMAR BAKULCHANDRA MISTRY (DIN: 07791008) AS AN INDEPENDENT DIRECTOR:**

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"), as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Mr. Kartik Kumar Bakulchandra Mistry (DIN: 07791008), who was appointed as an Independent Director at the 26th Annual General Meeting of the Company and who holds office upto 6th September, 2022 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years commencing with effect from 06th September 2022 upto 05th September 2027, based on the recommendation of the Nomination and Remuneration Committee and the Board."

**BY ORDER OF THE BOARD OF DIRECTORS**

SD/-

**JAYESH R. THAKKAR**  
**MANAGING DIRECTOR**  
**(DIN: 01631093)**

**DATE:** 29/04/2022

**PLACE:** Vadodara

**REGISTERED OFFICE:**

Village Tundao, Taluka Salvi,  
Vadodara-391775, Gujarat

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Mayur Buha proprietor of M/s. M. Buha & Co, Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. The Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of CDSL to provide E-voting facility to its Members. Detailed instructions on E-voting are given as under.
4. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Friday, 03rd June, 2022 will receive the Notice through electronic mode only.
5. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company at [info@evexialifecare.com](mailto:info@evexialifecare.com).
6. A Member cannot exercise his vote by proxy on postal ballot.
7. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only. Assent/Dissent received after 5:00 P.M. on Saturday, 09th July, 2022 would be strictly treated as if reply from the Member(s) has not been received.
8. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Jayesh Thakkar, Managing Director of the Company at 9th Floor, Galav Chambers, Sayajigunj, Vadodara-390020., Gujarat or by sending an e-mail at [info@evexialifecare.com](mailto:info@evexialifecare.com).
9. The procedure and instructions for members for voting electronically are as under:
  - (i) The voting period begins on Friday, 10th June, 2022 at 09.00 a.m. and ends on Saturday, 09th July, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 03rd June, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders shall log on to the e voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on "Shareholders/Members" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details Field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <EVEXIA LIFECARE LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) The Scrutinizer will submit the results to the Chairperson after completion of the scrutiny of remote e-voting and the results of the voting by Postal Ballot will be announced on Tuesday, 12th July, 2022 on or before 6.00 p.m.at the Registered Office of the Company situated at Tundav Anjesar Raod, Vill. Tundav, Tal.: Savli, Vadodara – 391775, Gujarat

(xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company

[www.evexialifecare.com](http://www.evexialifecare.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

(xxiii) The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e., Saturday, 09th July, 2022.

#### BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Name of Director	SALIL SHASHIKANT PATEL	KARTIK KUMAR BAKULCHANDRA MISTRY
DIN	07371520	07791008
Age /Date of Birth	23/11/1967	23/09/1992
Date of Appointment	06/09/2017	06/09/2017
Qualification and Nature of expertise in specific functional area	Mr. Salil Shashikant Patel is a B.Com Graduate from M. S. University, Vadodara. He has expertise in financial, accounting and marketing area. He has experience of 5 years in business field.	Mr. Kartik Kumar Bakulchandra Mistry is a B.E. graduate from SVIT Vasad. He has expertise in field of Finance and Information technology. He has experience of more than 7 years in concerned field.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Salil Shashikant Patel fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge.	Mr. Kartik Kumar Bakulchandra Mistry fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge.
Directorship held in other companies*	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Membership/Chairmanships of Committee in other Public Companies*	NIL	NIL
Relationships between directors inter se	Mr. Salil Shashikant Patel is not related to any Director or KMP and Promoters of the company.	Mr. Kartik Kumar Bakulchandra Mistry is not related to any Director or KMP and Promoters of the company.
Shareholding, if any in the Company.	Mr. Salil Shashikant Patel is not holding any equity shares of the Company as on date.	Mr. Kartik Kumar Bakulchandra Mistry is not holding any equity shares of the Company as on date.

\* Pvt. Companies excluded



## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

### **ITEM NO. 1: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES.**

The Board of Directors of your Company with a view to capitalize on available growth opportunities and to evaluate avenues for organic and inorganic growth and expansion plan of the company, investment in future operations and to enhance financial resources, including the long - term working capital, explored various options to manage resources more efficiently decided to raise additional funds by way of issuance of securities, convertible instruments, FCCB, QIP/Preferential Allotment/GDR. This may also help the Company to improve its balance sheet and credit profile which in turn will improve the capability to obtain credit facilities at better terms and overall it will reduce cost and accordingly the Board at its meeting held on Friday 29th April, 2022 had approved the proposal of raising of additional capital aggregating up to USD 100 million or its equivalent in Indian currency, which may be consummated in one or more tranches as may be decided by the Board of Directors or authorized Committee of the Company from time to time, by any of the following method provided:

- Qualified Institutions Placement,
- Private Placement in international markets through Depository Receipts, GDRs etc;
- Foreign Currency Convertible Bonds;
- Issue of fully convertible debentures/ partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares;
- Preference Shares convertible into Equity Shares;
- Any other financial instruments or securities convertible into Equity Shares, whether rupee denominated or denominated in foreign currency or any other methods.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals of the by the Securities and Exchange Board of India and any other government/ regulatory approvals as may be required in this regard.

In case, the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not

be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date, less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions.

The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting decide otherwise.

Your directors, therefore, recommend the special resolution, as set forth in Item No. 1 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/



allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**ITEM NO. 2: TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. SALIL SHASHIKANT PATEL (DIN: 07371520) AS AN INDEPENDENT DIRECTOR:**

Mr. Salil Shashikant Patel (DIN: 07371520) was appointed as Independent Director of the Company by the Members of the Company at the 26th Annual General Meeting held on 29th September 2017, for a period of five years commencing with effect from 06th September 2017 upto 05th September 2022.

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Salil Shashikant Patel as a Member of the Board and considering their background, experience and contribution, the continued association of these Directors would be beneficial to the Company, the Board, at its meeting held on Friday 29th April 2022, proposed their respective re-appointment as Independent Directors of the Company, not liable to retire by rotation, for a second term of five years commencing with effect from 06th September 2022 upto 05th September 2027. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidatures for the office of Director.

The Company has received from Mr. Salil Shashikant Patel

- (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules");
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations");
- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board Mr. Salil Shashikant Patel is a person of integrity, fulfils the conditions specified in the Act

and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and are independent of the Management of the Company. Having regard to their qualifications, experience and knowledge, the Board considers that their association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Salil Shashikant Patel as Independent Director.

None of the Director(s), Key Managerial Personnel and their relatives other than Mr. Salil Shashikant Patel is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

A brief profile of Mr. Salil Shashikant Patel proposed to be re-appointed is annexed with the explanatory statement.

Your directors, therefore, recommend the special resolution, as set forth in Item No. 2 of this Notice, for approval by the Members of the Company.

**ITEM NO. 3: TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KARTIK KUMAR BAKULCHANDRA MISTRY (DIN: 07791008) AS AN INDEPENDENT DIRECTOR:**

Mr. Kartik Kumar Bakulchandra Mistry (DIN: 07791008) was appointed as Independent Director of the Company by the Members of the Company at the 26th Annual General Meeting held on 29th September 2017, for a period of five years commencing with effect from 06th September 2017 upto 05th September 2022.

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Kartik Kumar Bakulchandra Mistry as a Member of the Board and considering their background, experience and contribution, the continued association of these Directors would be beneficial to the Company, the Board, at its meeting held on Friday 29th April 2022, proposed their respective re-appointment as Independent Directors of the Company, not liable to retire by rotation, for a second term of five years commencing with effect from 06th September 2022 upto 05th September 2027. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidatures for the office of Director.

The Company has received from Mr. Kartik Kumar Bakulchandra Mistry:-

- (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules");
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations");

- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board Mr. Kartik Kumar Bakulchandra Mistry is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the

Listing Regulations, each as amended, and are independent of the Management of the Company. Having regard to their qualifications, experience and knowledge, the Board considers that their association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Kartik Kumar Bakulchandra Mistry as Independent Director.

None of the Director(s), Key Managerial Personnel and their relatives other than Mr. Kartik Kumar Bakulchandra Mistry is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

A brief profile of Mr. Kartik Kumar Bakulchandra Mistry proposed to be re-appointed is annexed with the explanatory statement.

Your directors, therefore, recommend the special resolution, as set forth in Item No. 3 of this Notice, for approval by the Members of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS**

SD/-

**JAYESH R. THAKKAR**  
**MANAGING DIRECTOR**  
**(DIN: 01631093)**

**DATE:** 29/04/2022

**PLACE:** Vadodara

**REGISTERED OFFICE:**

Village Tundao, Taluka Salvi,  
Vadodara-391775, Gujarat