

**NOTICE TO EQUITY SHAREHOLDERS**  
**MEETING OF THE EQUITY SHAREHOLDERS**

OF

**RATNAMANI HEALTHCARE PRIVATE LIMITED**

(convened pursuant to the order dated 3<sup>rd</sup> day of November, 2021 passed by the National Company  
Law Tribunal, Bench at Ahmedabad)

MEETING

|              |  |
|--------------|--|
| <b>Day</b>   | Saturday   |
| <b>Date</b>  | 11 <sup>th</sup> December, 2021  |
| <b>Time</b>  | 11:00 A.M.   |
| <b>Venue</b> | 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013 |

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH, AT AHMEDABAD  
COMPANY APPLICATION  
C.A.(CAA) NO.69/NCLT/AHM/2021**

In the matter of the Companies Act, 2013;

And

Section 230 of the Companies Act, 2013 read with section 66 along with other provisions of the companies Act, 2013

And

In the matter of Scheme of Compromise and Arrangement between Ratnamani Healthcare Private Limited and Equity Shareholders and Class of Unsecured Creditors of Ratnamani Healthcare Private Limited

**Ratnamani Healthcare Private Limited**

a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at

18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad-380013, in the State of Gujarat.

**Applicant Company**

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY**

**To,**

**The Equity Shareholders of Ratnamani Healthcare Private Limited (the "Applicant Company")**

**NOTICE** is hereby given that by an order made on 3<sup>rd</sup> November, 2021 in the above mentioned Company Application No. 69 of 2021 (the "**Order**"), the Hon'ble National Company Law Tribunal, Bench at Ahmedabad ("**NCLT**") has directed that a meeting of the Equity Shareholders of the Applicant Company, be convened and held at 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013, Gujarat, India on Saturday, the 11<sup>th</sup> day of December, 2021 at 11:000 A.M. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Company Scheme of Compromise and Arrangement between Ratnamani Healthcare Private Limited and Equity Shareholders and Class of Unsecured Creditors of Ratnamani Healthcare Private Limited ("**Scheme**").

**TAKE FURTHER NOTICE** that in pursuance of the said Order and as directed therein, a meeting of the Equity Shareholders of the Applicant Company, will be held at 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013, Gujarat, India, on Saturday, the 11<sup>th</sup> day of December, 2021 at 11:00 A.M., at which place, day, date and time you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

**“RESOLVED THAT**, *pursuant to the provisions of Section 230 of the Companies Act, 2013 read with section 66 along with other applicable provisions, if any, of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, if and when applicable, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble National Company Law Tribunal, if and when applicable or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall, if and as applicable, be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed Company Scheme of Compromise and Arrangement between Ratnamani Healthcare Private Limited and Equity Shareholders and Class of Unsecured Creditors of Ratnamani Healthcare Private Limited (the “Scheme”), placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

**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 requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the proposed Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble National Company Law Tribunal, if and when applicable while sanctioning the compromise and arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”*

**TAKE FURTHER NOTICE** that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Applicant Company at 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013, Gujarat, India, not later than 48 hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Applicant Company.

**TAKE FURTHER NOTICE** that in pursuance of the said Order and as directed therein, the Applicant Company has provided the facility of voting by ballot/ polling paper at the venue of the meeting to be held on Saturday, the 11<sup>th</sup> day of December, 2021.

Copies of the Scheme can be obtained free of charge at the registered office of the Applicant Company at 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013, Gujarat, India.

Hon'ble NCLT has appointed CA (Dr.) Hiten Parikh, a practicing Chartered Accountant and failing him, CA Satwik Durkal, a practicing Chartered Accountant, to be the Chairperson of the said meeting including for any adjournment or adjournments thereof.

The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT.

Enclosed: As above

**For Ratnamani Healthcare Private Limited**

**Sd/-**

**Place: Ahmedabad**

**CA (Dr.) Hiten Parikh**

**Date: 3<sup>rd</sup> November, 2021**

Chairperson Appointed for the meeting

**Regd. Office:**

18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013, Gujarat, India

**Notes:**

1. NCLT by its said Order has directed that a meeting of the Equity Shareholders of the Applicant Company shall be convened and held at 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013, Gujarat, India, on Saturday, the 11<sup>th</sup> day of December, 2021 at 11:00 A.M., for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed company scheme of compromise and arrangement embodied in the Scheme. Equity Shareholders would be entitled to vote in the said meeting either in person or through proxy.
2. Only Equity Shareholders of the Applicant Company may attend and vote either in person or by proxy (a proxy need not be an Equity Shareholder of the Applicant Company) or in the case of a body corporate, by a representative authorized under Section 113 of the Companies Act, 2013 at the meeting of the Equity Shareholders of the Applicant Company. The authorized representative of a body corporate which is an Equity Shareholders of the Applicant Company may attend and vote at the meeting of the Equity Shareholders of the Applicant Company provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the Equity Shareholders of the Applicant Company is deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the Equity Shareholders of the Applicant Company. The Form of Proxy can be obtained free of charge, at the registered office of the Applicant Company.
3. All alterations made in the Form of Proxy should be initialed.
4. The quorum of the meeting of the Equity Shareholders of the Applicant Company shall be as per the provisions of section 103 read with section 230 (6) of the Companies Act, 2013.
5. Equity Shareholder or his/ its proxy, attending the meeting, is requested to bring the Attendance Slip, duly completed and signed.
6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the registered office of the Applicant Company between 11.00 AM and 5.00 PM on all days (except Saturdays, Sundays and public holidays) upto one day prior to the date of the meeting.
7. The Applicant Company has provided the facility of ballot/ polling paper at the venue of the meeting.
8. As directed by the Hon'ble NCLT, CS Tapan Shah, a practicing Company Secretary and failing him, CS Umesh Parikh, a practicing Company Secretary, has been appointed as the scrutinizer to conduct the voting process through ballot/ poll paper at the venue of the meeting in a fair and transparent manner.

9. The scrutinizer will submit his report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the Equity Shareholders of the Applicant Company through poll paper at the venue of the meeting.
10. The scrutinizer's decision on the validity of the vote shall be final. The results of votes cast through poll paper at the venue of the meeting will be announced within 48 hours from the conclusion of the meeting at the registered office of the Applicant Company. The results, together with the scrutinizer's Report, will be displayed at the registered office of the Applicant Company and on the website of the Applicant Company [www.ratnamanihealthcare.com](http://www.ratnamanihealthcare.com).
11. Hon'ble NCLT by its said Order has directed that Equity Shareholders appearing in the records of the Applicant Company as on 31<sup>st</sup> July, 2021 will be entitled to exercise their right to vote on the above meeting.
12. The Applicant Company has provided the facility of ballot/ polling paper at the venue of the meeting. In accordance with the provisions of Sections 230 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the Equity Shareholders of the Applicant Company, voting in person or by proxy, agree to the Scheme.
13. The Notice, together with the documents accompanying the same, is being sent to the Equity Shareholders either by registered post or speed post or by courier service. The Notice will be displayed on the website of the Applicant Company [www.ratnamanihealthcare.com](http://www.ratnamanihealthcare.com).
14. The notice convening the said meeting, indicating the day, date, place and time, as aforesaid will be published through advertisement in the following newspapers, namely, (i) "Business Standard" (Ahmedabad Edition) in English language; and (ii) translation thereof in "Jai Hind" (Ahmedabad Edition) in Gujarati language.

Encl.: As above

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH, AT AHMEDABAD  
COMPANY APPLICATION  
C.A.(CAA) NO.69/NCLT/AHM/2021**

In the matter of the Companies Act, 2013;

And

Section 230 of the Companies Act, 2013 read with section 66 along with other provisions of the companies Act, 2013

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In the matter of Scheme of Compromise and Arrangement between Ratnamani Healthcare Private Limited and Equity Shareholders and Class of Unsecured Creditors of Ratnamani Healthcare Private Limited

**Ratnamani Healthcare Private Limited**

a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at

18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad-380013, in the State of Gujarat.

**Applicant Company**

**EXPLANATORY STATEMENT UNDER SECTION 230 (3) AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATION) RULES, 2016**

1. Pursuant to the Order dated 03<sup>rd</sup> November, 2021, passed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (the "NCLT"), in C.A.(CAA) NO. 69/NCLT/AHM/2021 ("Order"), a meeting of the Equity Shareholders of **Ratnamani Healthcare Private Limited** (hereinafter referred to as the "**Applicant Company**") as the context may admit) is being convened at 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad-380013 in the state of Gujarat, India, on Saturday, the 11<sup>th</sup> day of December, 2021 at 11:00 A.M., for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Compromise and Arrangement between Ratnamani Healthcare Private Limited and Equity Shareholders and Class of Unsecured



Creditors of Ratnamani Healthcare Private Limited under Section 230 of the Companies Act, 2013, read with section 66 along with other provisions of the Companies Act, 2013 (the "Scheme"). A copy of the Scheme, which has been approved by the Board of Directors of the Applicant Company at its meeting held on 14<sup>th</sup> June, 2021, is available for inspection at the registered office of the Applicant Company between 11.00 AM and 5.00 PM on all days (except Saturdays, Sundays and public holidays) upto one day prior to the date of the meeting.

2. In terms of the said Order, the quorum of the meeting of Equity Shareholders of the Applicant Company shall be as per the provisions of section 103 read with section 230 (6) of the Companies Act, 2013, present in person or by proxy. Further in terms of the said Order, NCLT, has appointed CA Dr. Hiten Parikh, practicing Chartered Accountant and failing him CA Satwik Durkal, practicing Chartered Accountant, to be the Chairman of the said meeting including for any adjournment or adjournments thereof.
3. (a): This statement is being furnished as required under Section 230(3) and Section 102 of the Companies Act, 2013 (the "Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").
- (b): In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the Equity Shareholders, of the Applicant Company, as the case may be, voting in person or by proxy agree to the Scheme.
- (c): In terms of the Order dated 03<sup>rd</sup> November, 2021, passed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (the "NCLT"), in CA (CAA) NO. 69/NCLT/AHM/2021 ("Order"), if the entries in the records/ registers of the Applicant Company in relation to the number or value, as the case may be, of the Equity Shareholders are disputed, the Chairperson of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the Order of NCLT in the petition seeking sanction of the Scheme.

**4) Details of the Scheme as required under Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.**

**Details of the Order of the Tribunal directing the calling, convening and conducting of the meeting: -**

|   |   |
|---|---|
| (a) Date of the Order                   | 03 <sup>rd</sup> November, 2021   |
| (b) Date, time and venue of the meeting |   |
| • Date:                                 | 11 <sup>th</sup> day of December, 2021  |
| • Time:                                 | 11:00 A.M.  |
| • Venue:                                | 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad-380013, Gujarat, India |
| Details of the Applicant Company:       |   |

|   |   |
|---|---|
| Corporate Identification Number (CIN):  | U24230GJ2005PTC047394   |
| Permanent Account Number (PAN):   | AABC14573Q  |
| Name of the Company   | <b>Ratnamani Healthcare Private Limited</b>   |
| Date of incorporation:  | 29 <sup>th</sup> December, 2005   |
| Type of the company (whether public or private or one-person company)   | Private Limited Company   |
| Registered office address and e-mail address  | 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad-380013, Gujarat, India   |
| Email ID:   | <a href="mailto:info@rhc9.in">info@rhc9.in</a>  |
| Summary of main object as per the memorandum of association; and main business carried on by the Company  | To carry on the business either itself and / or for others as manufacturers, representatives, dealers, factors, agents, stockists, suppliers, consultants, exporters, traders, wholesalers, retailers, packers, general druggists, distributors, to markets, assemble distribute/redistribute, pack, repack, store all kinds, types, nature and description of bulk drug, liquid drugs, drug intermediates, fine chemicals, dyes intermediates, custom synthesis, pharmaceutical formulations in any form and their intermediates, and raw materials, medicines, common medical preparations, spirits, mixtures, powder, medicates, cosmetics, tablets, pills, capsules, antibiotic, vitamins, multi vitamins, vitamin preparations, medicine coating, contraceptives, vaccines, veterinary medicine sand preparations, tinctures, inactions, water for injections, ointments, lotions, trifurcations, globules, tonics in the form of injectable and transfusion solutions, compounds, syrup, granules, drops, platers, adhesives, brand-aid, bandage, inhaler, inharub, health products, mother tinctures, glucose, nourishment foods, auxiliaries for human and/or animals, birds, insects, consumption and application prescribed under any branch of medicine including allopathy, homeopathy, herbal, ayurved, unani, naturopathy osteopathy for oral, intra muscular, intra dermal, parenteral and external application under any therapy for whatever purposes such as prevention, cure prophylactis and nourishments. The Applicant Company is mainly engaged in manufacturing and marketing of pharmaceutical products in India and outside India. The Applicant Company has invested heavily in the fixed assets for manufacturing pharmaceutical formulations as well as has also invested sizeable money in getting various approvals from appropriate authorities/ various governments for approval of its products/ process. |
| Details of change of name, registered office and objects of the company during the last five years:   | There is no change in name, registered office and objects of the Company during last 5 years  |
| Name of the stock exchange (s) where securities of the company are listed, if applicable:   | NA  |
| Details of the capital structure of the Company including authorised, issued, subscribed and paid-up share capital as on 01 <sup>st</sup> April, 2021 | As below  |

| Particulars | Amount<br>(Rs.) |
|-------------|-----------------|
|-------------|-----------------|

| Particulars                             | Amount (Rs.)      |
|---|-------------------|
| <b>Authorized Capital</b>               |                   |
| 45,00,000 Equity Shares of Rs.10/- each | Rs.4,50,00,000/-  |
| <b>Issued and paid up share capital</b> |                   |
| 18,00,000 Equity Shares of Rs.10/- each | Rs. 1,80,00,000/- |

**Names of the promoters and directors along with their addresses**

| Sr. No. | Name of Director          | Address   |
|---------|---------------------------|---|
| 1.      | Jitendra Babulal Sanghvi  | 04, The Raj Co. Op. Hsg Society, B/h Bank of India Society, Usmanpura, Ahmedabad – 380 013                                    |
| 2.      | Swapnil Jatinbhai Shah    | 41, Ashwa Villa Bungalows, Sindhu Bhawan Road, Thaltej, Daskroi, Ahmedabad – 380 059  |
| 3.      | Arpit Deepakkumar Shah    | 12/A, Aditya Bungalows, Drive-In Road, Thaltej, Opp. Sal Hospital, Ahmedabad – 380 054  |
| 4.      | Kushal Champalal Bhansali | Siddhesh Jyoti, F Wing, Flat No.321/322, 32nd Floor, Balaram Street, Near Navjeevan Society, Grant Road (E), Mumbai – 400 008 |

|  |  |
|--|--|
| The date of the board meeting at which the Scheme was approved by the Board of Directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution: | The Scheme was approved by the board in their meeting held on 14 <sup>th</sup> June, 2021. The meeting was attended by majority of the Directors and the resolution was passed on 14 <sup>th</sup> June, 2021. |
|--|--|

**Parties involved:** Ratnamani Healthcare Private Limited (the “Applicant Company”) and Equity Shareholders and Class of Unsecured Creditors of the Applicant Company

|   |  |
|---|--|
| Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any   | Appointed date: April 1, 2021  |
| Appointed Date:   | 1 <sup>st</sup> April, 2021 or such other date as may be fixed or approved by the National Company Law Tribunal  |
| Effective Date:   | means the date on which the certified copy of the order of the Hon’ble NCLT, sanctioning the Scheme is filed with the Registrar of Companies, Gujarat.   |
| Consideration   | Not Applicable   |
| Summary of valuation report (if applicable) including basis of valuation and the declaration that the valuation report is available for inspection at the registered office of the company; | The Applicant Company has got the valuation reports for its Land & Building and Plant & Machinery on Fair Market Value basis, valuation report of Equity Shares on basis of the Concept of Going Concern and valuation report of its Financial Assets on fair value basis. The valuation reports are available for inspection at the Registered Office of the Applicant Company. |
| Details of capital or debt restructuring, if any;   | It has been accordingly agreed to reorganize the Opening balance sheet as under:<br><br>a) The accumulated losses as per the opening balance sheet as of 01.04.2021 amounting  |

to Rs.4,312.24 lacs (Rupees Forty Three Crores Twelve Lacs Twenty Four Thousand Only) to be written off;

b) The net amount of fixed assets (Value of Plant & Machineries) as of 01.04.2021 to be written down and depleted to the extent of Rs. 1,068.89 lacs (Rupees Ten Crores Sixty Eight Lakhs Eighty Nine Thousand Only);

c) Inventories to be written down by an amount of Rs. 75 lakhs (Rupees Seventy Five Lakhs Only);

d) Additional provision of retirement benefits to be provided for in the books of accounts to the extent of Rs. 25 lakhs (Rupees Twenty Five Lakhs Only) and miscellaneous deposits appeared in the opening balance sheet as at 1st April, 2021 reflected under the heading of short term loans and advances having balance of around Rs. 12.42 lacs (Rupees Twelve Lacs Forty Two Thousand Only) to be written off.

Thus, the total amount of write off/ provisioning will be around Rs. 5,494 lacs (Rupees Fifty Four Crores Ninety Four Lakhs Only) (Hereinafter referred to as the "total write off amount").

The following items of current assets are agreed to be treated as sticky/ not recoverable and hence "Non-Current Assets" which cannot be recovered within a foreseeable period or recoverable over a much longer time:

| (As at 01.04.2021) |                                       | (Rs. in lakhs)  |
|--------------------|---------------------------------------|-----------------|
| i)                 | Old GST balance amounting to          | 1,071.85        |
| ii)                | Sticky/slow moving/non moving debtors | 404.11          |
| iii)               | Out of the deferred tax asset amount  | 724.04          |
| <b>TOTAL</b>       |                                       | <b>2,200.00</b> |

It is proposed that out of the unsecured loans outstanding, an amount equivalent to the above slow moving/ non moving sticky items of Rs.2,200 lacs (Rupees Twenty Two Crores Only) be carved out into a separate non-interest bearing instrument - which are Zero Coupon NCDs; and the said NCDs are to be redeemed/ repaid matching with the amounts recovered against the above slow moving/ non moving assets of Rs 2,200 lakhs (Rupees Twenty Two Crores Only), as detailed at Part-II of the Scheme.

Lastly, it is proposed that the write off/depletion in the value of assets/additional provisions/adjustments will be correspondingly made partly against writing down of share capital and security premium and partly from the amount available by writing down of the unsecured loans from its unsecured lenders and credit balance, if any, to be transferred to Capital Reserve account: as detailed in Part-II of the Scheme.

|  |  |
|--|--|
|  | <p>Thus, the Company, through this Scheme under Section 230 read with Section 66 of the Act proposes to write off the losses, make adjustments in the values of assets/ liabilities, as specified herein by restructuring its existing part of the equity and security premium as well as debts due to class of Unsecured Creditors, as provided in the Scheme.</p>  |
| Rationale of the Scheme:   | <p>The Applicant Company has firmed up an arrangement with the New Promoter Group (as described in the Scheme), who have agreed to take up a strategic stake in the Applicant Company to the extent of 50% of the equity share capital of the Applicant Company (including premium) by way of fresh infusion of funds in the Applicant Company. The New Promoter Group are well versed in pharmaceutical industry and will add significant value by helping the Applicant Company in making its operations profitable and also achieving sustainable growth so as to optimize the facilities created by the Applicant Company to its optimum level. As a part of the understanding with the New Promoter Group, the Applicant Company has agreed to write off the accumulated loss of the Applicant Company, to reflect the fixed assets and inventories at the agreed depleted true market value; and also to make certain additional provisions as agreed so that the liabilities are represented at the agreed level. The Applicant Company has also proposed a corresponding debt reduction in the form of the debts owed to Unsecured Creditors/ Depositors and reorganization of the debt; and also a reduction in the share capital and security premium.</p> |
| Benefits of the Scheme as perceived by the Board of directors to the company, members, creditors and others (as applicable): | <p>The Scheme shall be beneficial to all the stakeholders as the losses of the Company shall be wiped off upon the Scheme, being effective and the liability of the Applicant Company shall also be written off, resulting in substantial improvement of the net worth of the Applicant Company and the Applicant Company shall be able to get additional funds from the prospective investors which shall further strengthen its financial position.</p>  |
| <b>Disclosure about effect of Scheme on</b>  | <ul style="list-style-type: none"> <li>a) key managerial personnel;</li> <li>b) directors;</li> <li>c) promoters;</li> <li>d) non-promoter members;</li> <li>e) depositors;</li> <li>f) creditors;</li> <li>g) debenture holders;</li> <li>h) deposit trustee and debenture trustee;</li> <li>i) employees of the company:</li> </ul>  |

None of the aforesaid parties are impacted in any way post sanctioning of the Scheme and reference to the same has been made at the respective places in the Scheme of Compromise & Arrangement attached herewith.

|   |  |
|---|--|
| <b>Disclosure about effect of the Scheme on material interests of directors, Key Managerial Personnel -</b>   | The Scheme has no impact on the material interests of directors, Key Managerial Personnel of the Company.  |
| <b>Investigation or proceedings, if any, pending against the company under the Act-</b>   | NIL  |
| <b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the Equity Shareholders, namely:</b> | Inspection of the following documents may be had at the Registered Office of the Applicant Company, up to one day prior to the date of the meeting between 11:00 am and 05:00 pm on all working days (except Saturdays and Sundays and Public Holidays):   |
|   | <ul style="list-style-type: none"> <li>a) Latest audited financial statements of the Applicant Company,</li> <li>b) Copy of the order of Tribunal in pursuance of which the meeting is to be convened,</li> <li>c) Copy of the Scheme,</li> <li>d) Contracts or agreements material to the Scheme, if any,</li> <li>e) The certificate issued by Auditor of the Applicant Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and</li> <li>f) Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against</li> </ul> |
| Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme             | NA   |

The Copies of the Scheme are being filed simultaneously along with the dispatch of this notice with the following regulatory and governmental authorities:

1. Income Tax Department, Government of India
2. Registrar of Companies, Ahmedabad, Gujarat
3. Central Government through Regional Director, North Western Region

Approvals, sanctions or representations, if any, are pending from these authorities.

#### **5) Documents under Section 230 of the Companies Act, 2013:**

As required under Section 230 of the Companies Act, 2013, the Proxy Form is being circulated with the notice and explanatory statement, which is annexed as below.

**PROXY FORM**

**COMPANY APPLICATION (CAA) NO.69/NCLT/AHM/2021**

In the matter of the Companies Act, 2013;  
And  
Section 230 of the Companies Act, 2013 read with section 66 along with other provisions of the companies Act, 2013  
And  
In the matter of Scheme of Compromise and Arrangement between Ratnamani Healthcare Private Limited and Equity Shareholders and Class of Unsecured Creditors of Ratnamani Healthcare Private Limited

**Ratnamani Healthcare Private Limited**

a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at

18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad-380013, in the State of Gujarat.

**Applicant Company**

**PROXY FORM**

Name of the Equity Shareholder \_\_\_\_\_

Registered address \_\_\_\_\_  
\_\_\_\_\_

E-mail Id \_\_\_\_\_

I/ We \_\_\_\_\_ being undersigned Equity Shareholder of Ratnamani Healthcare Private Limited, being the Applicant Company above named, do hereby appoint.

|    |           |  |
|----|-----------|--|
| 1. | Name      |  |
|    | Address   |  |
|    | E-mail Id |  |

Signature: ..... or failing him/ her

|    |           |  |
|----|-----------|--|
| 2. | Name      |  |
|    | Address   |  |
|    | E-mail Id |  |

Signature: ..... or failing him/ her

|    |           |  |
|----|-----------|--|
| 3. | Name      |  |
|    | Address   |  |
|    | E-mail Id |  |

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the meeting of the Equity Shareholder(s) of the Applicant Company to be held at 18, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013, Gujarat, India, on Saturday the 11<sup>th</sup> day of December, 2021 at 11:00 A.M. in respect of such resolution as are indicated below:

| <b>Resolution No.</b> | <b>Description</b>   |
|-----------------------|--|
| 3.                    | Approval of the Scheme of Compromise between Ratnamani Healthcare Private Limited and Equity Shareholders and Class of Unsecured Creditors of Ratnamani Healthcare Private Limited under Section 230 to 232 read with Section 66 along with other applicable provisions of the Companies Act, 2013 |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021

Signature of Equity Shareholder (with Stamp, if applicable):

Signature of Proxy Holder(s):

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Applicant Company, not less than 48 hours before the commencement of the Meeting.
2. All alterations made in the form of proxy should be initialled
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be an Equity Shareholder of the Applicant Company.

No person shall be appointed as a proxy who is a minor.