

SHORTER NOTICE OF THE 1st EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the 1st Extra-ordinary General Meeting for FY 2025-26 (hereinafter referred to as the “EGM”) of the Member(s) of **Paras Healthcare Limited (formerly known as “Paras Healthcare Private Limited”)** (the ‘Company’) will be held on April 05, 2025 at 12:30 P.M. at **Registered Office of the Company i.e.,** at 1st Floor, Tower-B, Paras Twin Towers, Golf Course Road, Sector-54, Gurugram, Haryana-122002 (route map enclosed) to transact the following business: -

SPECIAL BUSINESS

1. APPROVAL FOR ISSUE OF 24,76,792 EQUITY SHARES OF THE COMPANY BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT 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 Section 42, Section 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the applicable provisions of the Foreign Exchange Management Act, 1999, as applicable, as amended from time to time, and in accordance with the Memorandum of Association and Articles of Association of the Company, pursuant to recommendation of the Board of Directors (“**Board**”) made at its meeting held on April 04, 2025 the consent of the shareholders of the company (“**Shareholders**”) be and is hereby accorded for the issue and offer of 24,76,792 equity shares of the Company having face value of Re. 1/- each (“**Equity Shares**”), at a premium of Rs. 236 per share, aggregating to Rs. 237 per Equity Share, when fully paid aggregating to Rs. 586,999,704 to the below proposed investors, by way of preferential allotment on a private placement basis on the terms and conditions specified in the respective share subscription agreements and the Articles of Association of the Company (“**Issue**”) as per the details mentioned in the table herein:

Name of the Investors	Address of the Investors	No of Equity Shares	Issue Price (Including Premium)
360 One Special Opportunities Fund – Series 12	Religare Building, D-3, A-Wing, Ground Floor, Prius Platinum, Saket District Centre, New Delhi, Delhi 11001	2,476,792	237

RESOLVED FURTHER THAT the draft private placement offer cum application letter in form PAS-4 along with the application form and other attachments thereto, to be issued to the aforesaid investors to subscribe to the Equity Shares, as placed before the Shareholders, duly initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted, and any Director of the Company be and is hereby authorised to issue the form PAS-4 to the investors.

RESOLVED FURTHER THAT the monies received by the Company from the identified investors in lieu of the Issue, shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Company shall not utilize the proceeds of the Issue until filing of e-form PAS-3 with the Registrar of Companies (“**ROC**”).

RESOLVED FURTHER THAT the Company shall record the names of the investors and maintain such record of private placement offer of the Equity Shares in Form PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the aforementioned issue and offer shall be made subject to the following terms and conditions:

1. the Equity Shares being allotted in favour of the investors specified above subject to receipt of share application forms and against receipt of the subscription consideration, which shall be paid by the investors within the timelines stipulated in the Private Placement Offer Letter;
2. the Equity Shares being allotted within 60 (Sixty) days from the receipt of the share application money; and
3. no fresh offer or invitation being made unless the allotment with respect to this offer have been completed or withdrawn or abandoned by the Company

RESOLVED FURTHER THAT the April 04, 2025 issued by **Finvox Analytics**, FRN: 06-018-2019-00202, RVEN : IBBI/RV-E/06/2020/120, D-15/15, Ground Floor, Ardee City, Sector-52, Gurgaon-122011, [Tel:+91-9899931962](tel:+91-9899931962), Email: info@finvoxanalytics.com and **AMRISH GARG & ASSOCIATES**, CHARTERED ACCOUNTANTS, Membership No: 511520, Firm Registration Number: 028319N , #342, Delhi Apartment, Plot No. 15C, Sector 22, Dwarka, New Delhi – 77, Tel: +91-99999-81321, Email: amrishgarg1985@gmail.com, as placed before the Shareholders, duly initialled by the Chairman for the purpose of identification, for issuance of the Equity Shares on a private placement basis and in order to comply with requirement of Section 247, Section 62(1)(c) and Section 42 of the Companies Act, 2013, and the rules thereunder, and the Foreign Exchange Management Act, 1999, and the rules thereunder (as amended from time to time), be and is hereby accepted and taken on record.

RESOLVED FURTHER THAT Dr Dharminder Kumar Nagar, Managing Director, Dr. Kapil Garg, Whole time Director, Mr. Dilip Bidani, Group Chief Financial Officer and Mr. Rahul Kumar, Company Secretary & Compliance Officer of the Company, be and are severally hereby authorized to take all necessary steps and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable for the implementation of the Issue, including obtaining necessary approvals from regulatory authorities, execution of relevant documents, and filing of requisite returns with the RoC and other statutory bodies as may be required.

RESOLVED FURTHER THAT any Director of the Company, Mr. Dilip Bidani, Group CFO, and Mr. Rahul Kumar, Company Secretary & Compliance Officer of the Company are hereby severally authorized to sign and execute all necessary agreements, applications, forms, documents, and papers, and to do all such acts, deeds, and things as may be necessary or incidental to give effect to the foregoing resolutions."

**BY ORDER OF THE BOARD
FOR PARAS HEALTHCARE LIMITED**

**RAHUL KUMAR
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. A20928**

**ADDRESS : 1ST FLOOR, TOWER-B, PARAS TWIN TOWERS,
GOLF COURSE ROAD, SECTOR-54,
GURUGRAM, HARYANA-122002**

DATE : APRIL 04, 2025

PLACE : GURUGRAM

NOTES:

1. The relevant explanatory statement pursuant to the Section 102 (1) of the Companies Act, 2013 (the 'Act') setting out the material facts and reason, of this notice of EGM is annexed herewith and forms part of the notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM HAS A RIGHT TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

The instrument appointing proxies, in order to be effective, should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not less than 2 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is annexed to this Notice.

3. Members/ Proxies should fill the Attendance Slip sent herewith, duly filled in and signed, for attending the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the conclusion of this EGM and also at the EGM.
6. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. The ISIN of the Equity Shares of Re. 1/- each is INE661T01029.
8. Members holding shares in physical form are requested to advise any change of name, address, e-mail address etc. immediately to the Company/ Registrar and Transfer Agents, MUFG Intime India Private Limited, C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 ("RTA").
9. Route Map showing directions to reach the venue of the EGM is given at the end of this Notice.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 1: APPROVAL FOR ISSUE OF [●] EQUITY SHARES OF THE COMPANY BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

In accordance with the provisions of the Companies Act, 2013 and relevant provisions thereof, the Company proposes to raise funds for general corporate purposes. In view of the same, the Board of Directors, at its meeting held on April 04, 2025, approved the proposal for issuing 2,476,792 equity shares of the Company by way of preferential allotment on private placement basis to certain identified investors.

Additional details as required under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 are stated below:

S. No	Particulars	Details				
1	The objects of the issue	Utilisation of funds as per the objects mentioned in DRHP				
2	The total number of shares to be issued	2,476,792 equity shares				
3	The price or price band at/within which the allotment is proposed	Rs. 237 per equity share, at a premium of Rs. 236 per equity share.				
4	Basis on which the price has been arrived at along with report of the registered valuer	The price has been arrived as per the Valuation Report issued by the Registered Valuer, April 04, 2025 issued by Finvox Analytics, FRN: 06-018-2019-00202, RVEN : IBBI/RV-E/06/2020/120, D-15/15, Ground Floor, Ardee City, Sector-52, Gurgaon-122011, Tel:+91-9899931962, Email: info@finvoxanalytics.com dated April 04, 2025. A copy of the valuation report is attached as Annexure 1 to this Notice.				
5	Relevant date with reference to which the price has been arrived at	February 28, 2025 and December 31, 2024 (For Income Tax purpose)				
6	The class or classes of persons to whom the allotment is proposed to be made	<table><tr><td>Name of the Investors</td><td>Class of Persons</td></tr><tr><td>360 ONE Special Opportunities Fund - Series 12</td><td>Body Corporate</td></tr></table>	Name of the Investors	Class of Persons	360 ONE Special Opportunities Fund - Series 12	Body Corporate
Name of the Investors	Class of Persons					
360 ONE Special Opportunities Fund - Series 12	Body Corporate					
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The promoters, directors or key managerial personnel are not subscribing to this offer.				
8	The proposed time within which the allotment shall be completed	The offer shall be open for 7 days. However, in case of full subscription, it may be closed earlier also. The allotment shall be made within 7 days of closure of offer.				

9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table><tr><th>Name of the Investors</th><th>Address of the Investors</th><th>No of Equity Shares</th><th>Issue Price (Rs.)</th></tr><tr><td>360 ONE Special Opportunities Fund - Series 12</td><td>Religare Building, D-3, A-Wing, Ground Floor, Prius Platinum, Saket District Centre, New Delhi, Delhi 11001</td><td>24,76,792</td><td>237</td></tr></table>	Name of the Investors	Address of the Investors	No of Equity Shares	Issue Price (Rs.)	360 ONE Special Opportunities Fund - Series 12	Religare Building, D-3, A-Wing, Ground Floor, Prius Platinum, Saket District Centre, New Delhi, Delhi 11001	24,76,792	237
Name of the Investors	Address of the Investors	No of Equity Shares	Issue Price (Rs.)							
360 ONE Special Opportunities Fund - Series 12	Religare Building, D-3, A-Wing, Ground Floor, Prius Platinum, Saket District Centre, New Delhi, Delhi 11001	24,76,792	237							
10	The change in control, if any, in the company that would occur consequent to the preferential offer	The proposed issuance and allotment will not result in any change in the management or control of the Company.								
11	The 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	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered value	The proposed allotment is not done for consideration other than cash. Thus, this is not applicable to the Company.								

(13) The pre-issue and post issue shareholding pattern of the company

Sl. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of share holding	No. of share held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	73,519,240	75.32	73,519,240	73.46
	Bodies corporate	-	-	-	-
2	Foreign promoters	-	-	-	-
	sub-total (A)	73,519,240	75.32	73,519,240	73.46
B	Non-promoters' holding				
1	Institutional investors	24,091,380	24.68	26,568,172	26.54
2	Non-institution				
	Private corporate bodies	-	-	-	-
	Directors and relatives	20	0.00	20	0.00
	Indian public	20	0.00	20	0.00
	others (including NRIs)	-	-	-	-
	Sub-total (B)	24,091,420	24.68	26,568,212	26.54
	Grand Total	97,610,660	100.00	100,087,452	100.00

Pursuant to the proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 following disclosure is made:

1.	Particulars of the offer including date of passing of Board resolution	Issuance of 2,476,792 Equity Shares of the Company, as approved by Board through its resolution dated April 04, 2025
2.	Kinds of securities offered and the price at which security is being offered	Issuance of 2,476,792 Equity Shares of the Company at Rs. 237 per share, aggregating to Rs. 586,999,704
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price has been arrived as per the Valuation Report issued by the Registered Valuer, M/s Finavox Analytics LLP FRN: 06-018-2019-00202 RVEN : IBBI/RV-E/06/2020/120 dated April 04, 2025
4.	Name and address of valuer who performed valuation	Finavox Analytics LLP LLPIN: AAE-7333 (Valuer Registration No. LLP FRN: 06-018-2019-00202 RVEN : IBBI/RV-E/06/2020/120 108, 2nd Floor, Udhog Vihar, Phase-1, Gurgaon-122016
5.	Amount which the company intends to raise by way of such securities	The Company intends to raise Rs. 586,999,704 by issuing 2,476,792 Equity Shares of Re. 1/- each, at a price of Rs 237/- per share.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Equity Shares of Re. 1 each fully paid up shall be issued and allotted. These shall rank pari-passu with all existing shareholders. Voting rights and dividend rights shall be as per existing shareholders.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution as set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company.

The above proposal is in the interest of the Company and the Board recommends passing of the resolution as set out in Item No. 1 of the accompanying Notice, as a **Special Resolution**.

**BY ORDER OF THE BOARD
FOR PARAS HEALTHCARE LIMITED**

**RAHUL KUMAR
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. A20928**

**ADDRESS : 1ST FLOOR, TOWER-B, PARAS TWIN TOWERS,
GOLF COURSE ROAD, SECTOR-54,
GURUGRAM, HARYANA-122002**

DATE : APRIL 04, 2025

PLACE : GURUGRAM

ATTENDANCE SLIP

1st EXTRA-ORDINARY GENERAL MEETING FOR FY 2025-26 OF THE MEMBER(S) OF PARAS HEALTHCARE LIMITED ON SATURDAY, APRIL 05, 2025 AT 12.30 P.M. AT REGISTERED OFFICE OF THE COMPANY I.E. AT 1ST FLOOR, TOWER-B, PARAS TWIN TOWERS, GOLF COURSE ROAD, SECTOR-54, GURUGRAM, HARYANA-122002

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

Folio No.		No. of Shares held	
DP ID No.*		Client ID No.*	

I/We hereby record my/our presence at the 1st Extra-ordinary General Meeting for FY 2025-26 of the Member(s) of **Paras Healthcare Limited** on Saturday, April 05, 2025 at 12.30 PM at the **Registered Office of the Company** i.e. at 1st Floor, Tower-B, Paras Twin Towers, Golf Course Road, Sector-54, Gurugram, Haryana-122002

Name of the Member		Signature	
Name of the Proxy Holder		Signature	

Notes:

- 1. Only Member/ Proxyholder can attend the Meeting.**
- 2. *Applicable for members holding shares in dematerialized form.**

Form MGT -11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1st Extra-ordinary General Meeting

Name of the Member(s):	Folio No.
Registered Address:	

I/We, being the member(s) of **PARAS HEALTHCARE LIMITED**, holding... .. Shares of INR 1 each, hereby appoint Mr. / Ms. R/o having 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 1st Extra-ordinary General Meeting for FY 2025-26 of the Member(s) of **Paras Healthcare Limited**, to be held on Saturday, April 05, 2025 at 12.30 P.M. at the **Registered Office of the Company** i.e. at 1st Floor, Tower-B, Paras Twin Towers, Golf Course Road, Sector-54, Gurugram, Haryana-122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Special Business
1.	Approval for Issue Of 24,76,792 Equity Shares of The Company by way of Preferential Allotment on Private Placement Basis

Signed this..... day of..... 2025

Affix
Re. 1/-
Revenue
Stamp

Signature of the Shareholder

Signature of the Proxy Holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 1 hour before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'FOR' and 'AGAINST' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

ROUTE MAP OF THE EGM VENUE

Registered Office: 1st Floor, Tower-B,
Paras Twin Towers, Golf Course Road,
Sec-54, Gurugram, Haryana-122002

