

SANJIVANI PARANTERAL LIMITED

(CIN: L24300MH 1994PLC081752)

Registered Office: 205, PN Kothari Industrial Estate, L.B.S. Marg, Bhandup (W), Mumbai – 400 078

Tel.: +91 22 2081 2600; **E-mail:** info@sanjivani.co.in, **Website:** www.sanjivani.co.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

To

The Members of Sanjivani Paranteral Limited

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY MEETING OF THE MEMBERS OF SANJIVANI PARENTERAL LIMITED WILL BE HELD AT 11.00 HRS ON THURSDAY, THE 24th DAY OF DECEMBER 2020 BY VIDEO CONFERENCING [VC] OR OTHER AUDIO-VISUAL MEANS [OAVM] TO TRANSACT THE FOLLOWING BUSINESS MENTIONED BELOW:

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, the consent of the Members be and hereby accorded for increasing the existing Authorized Share Capital of the Company from existing Rs. 7,00,00,000 (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10 (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each by creation of additional 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10 each and such new Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER TAHT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder including any statutory modifications or re-enactment thereof from time to time, the consent of the Members be and hereby accorded for altering the existing Clause V of the Memorandum of Association of the Company and the same shall be substituted by the following new Clause:

“V: The Authorized Share Capital of the Company is 10,00,00,000 [Rupees Ten Crore Only] divided into 1,00,00,000 [One Crore] Equity Shares of Rs. 10 Each with the rights, privileges and conditions attaching thereto as are provided by the Companies Act, 2013 and the rules thereunder for the time being in force with powers to increase and reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively preferential, privileges or conditions in accordance with the applicable provisions of the Companies Act, 2013 and the rules thereunder.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the ‘Board’ which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) and Key managerial Personnel be and is hereby authorized to take all such steps and actions including but not limited to filing necessary forms with the Registrar of Companies and/or other regulatory authorities, to provide a copy of the resolution certified to be true and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 2: ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO MR. ASHWANI KHEMKA (PROMOTER) ON CONVERSION OF EXISTING UNSECURED LOAN.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchange(s) where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the **“SEBI (ICDR) Regulations, 2018”**) and other applicable regulations of Securities and Exchange Board of India (**“SEBI”**), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various

authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“**RBI**”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”) which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 16,00,000 Equity Shares (Sixteen Lakhs Only) of the face value of Rs. 10 each (Rupees Ten Only) fully paid up at an issue price of Rs. 10 (Rupees Ten Only) (including premium of nil) per share aggregating to Rs. 1,60,00,000 (Rs. One Crore Sixty Lakhs Only) (against amount of Rs. 1,60,00,000 out of total loan amount outstanding as on 12th November, 2020 of Rs. 2,74,20,486) to Mr. Ashwani Khemka, belonging to the Promoter and Promoter Group, on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The ‘**Relevant Date**’ for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is **Tuesday, 24th November, 2020** i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board and Key managerial Personnel be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company.”

ITEM NO. 3: ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NEXT ORBIT VENTURES FUND (A SEBI REGISTERED VENTURE FUND)

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchange(s) where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations, 2018”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various

authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 10,00,000 Equity Shares (Ten Lakhs Only) of the face value of Rs. 10 each (Rupees Ten Only) fully paid up at an issue price of Rs. 10 (Rupees Ten Only) per share aggregating to Rs. 1,00,00,000 (Rupees One Crore Only) to **Next Orbit Ventures Fund** (a SEBI Registered Venture Fund) on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as maybe prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The ‘Relevant Date’ for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is 24th November, 2020 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval; and
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board and Key managerial Personnel be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.”

**By Order of the Board of Directors
For SANJIVANI PARENTERAL LIMITED**

Sd/-

Company Secretary & Compliance Officer

Place: Mumbai

Date: 24th November, 2020

NOTES:

1. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) with respect to the Special Business set out in the Notice is annexed hereto.**
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020, Circular No. 17 dated April 13, 2020 and Circular no.33 dated September 28, 2020 (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (‘SEBI’) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, permitted the holding of Extra Ordinary

General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Extra Ordinary General Meeting (“EGM”) of the Members of the Company is being held through VC/ OAVM. Hence, the Members can attend and participate in the ensuing EGM through VC/ OAVM only. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.

3. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to dinesh.deora@yahoo.com with a copy marked to the Company at info@sanjivani.co.in and to its RTA at instameet@linkintime.co.in
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. 24th December, 2020. Members seeking to inspect such documents can send an email to info@sanjivani.co.in The Members can join the meeting through the VC or OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The Notice of the EGM along with the Explanatory Statement is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12th May, 2020. Members may note that the Notice of EGM will also be available on the Company’s website at www.sanjivani.co.in ; and website of BSE Limited at www.bseindia.com. Members can attend and participate in the EGM through VM/OAVM facility only. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime India Pvt. Ltd.
8. All documents referred to in the Notice and in the accompanying Explanatory Statement will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM i.e. 24th December, 2020. Members seeking to inspect such documents can send an e-mail to info@sanjivani.co.in
9. Any Member who would like to ask any questions on matter related to this EGM, are requested to send their questions through email on info@sanjivani.co.in at least 10 days before the EGM to enable the Company to answer their queries satisfactorily.
10. This EGM Notice is being sent, through electronic mode, in pursuance to the applicable circulars due to Covid-19 situation issued by regulatory authorities, to all the Members whose name appears in the Register of Members as on the Record Date i.e. 24th November, 2020.
11. The OAVM platform “InstaMeet” of RTA of the Company viz. Link Intime India Private Limited has been chosen for conducting the EGM of the Company. Instructions for joining the EGM and speaking and voting thereat are as follows:
12. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - Instructions for Shareholders/ Members to attend the EGM through InstaMeet (VC/ OAVM) are as

under:

- (i) Shareholders/ Members are entitled to attend the EGM through VC/ OAVM provided by Link Intime by following the below mentioned process. Facility for joining the EGM through VC/ OAVM shall open 15 minutes before the time scheduled for the EGM and will be available to the Members on first come first serve basis.
- (ii) Shareholders/ Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the EGM. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 2000 members only.
- (iii) Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the EGM as under:

Step 1	Open the internet browser and launch the URL for InstaMeet << https://instameet.linkintime.co.in >>	
Step 2	Register with your following details:	
	Demat Account No. or Folio No.	Members holding shares in:
		CDSL: 16 Digit Beneficiary ID
		NSDL: 8 Character DP ID followed by 8 Digit Client ID
		PHYSICAL: Folio Number registered with the Company
	PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable. Mobile No.: Enter your mobile no. Email ID: Enter your email id, as recorded with your DP / Company.	
Step 3	Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the Meeting).	

Note:

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding joining the EGM, kindly write an email to instameet@linkintime.co.in or Call at Tel.: (022-4918 6175)

➤ **Instructions for Shareholders/Members to register themselves as Speakers during EGM:**

- (i) Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at info@sanjivani.co.in from 21st December, 2020 (09:00 a.m. IST) to 23rd December, 2020 (5:00 p.m. IST) (preferably two days or 48 hrs. prior to the date of EGM).
- (ii) The first 10 (Ten) Speakers on first come basis will only be allowed to express their views/ ask questions during the meeting.
- (iii) Shareholders/Members, who would like to ask questions, may send their questions in advance

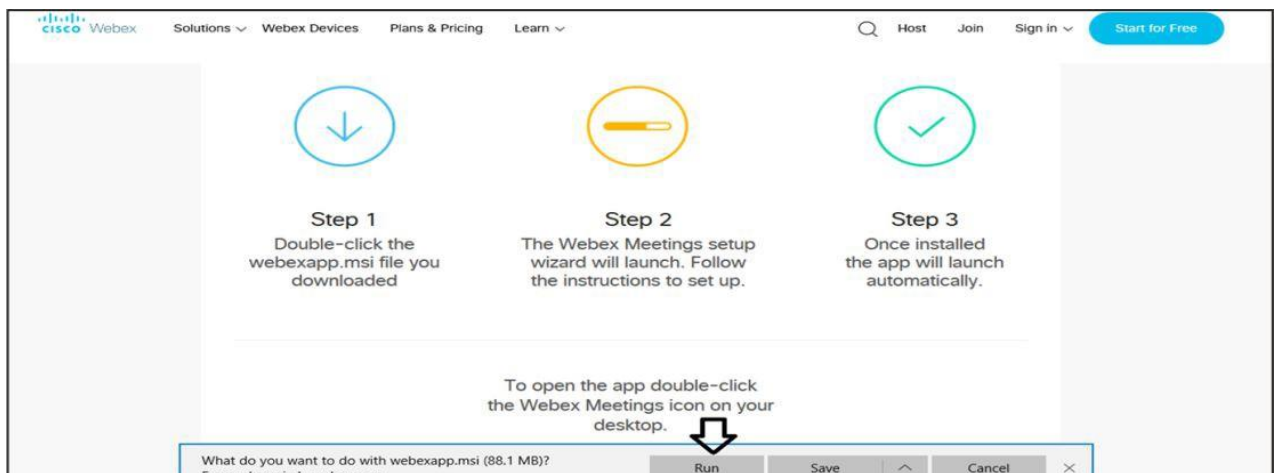
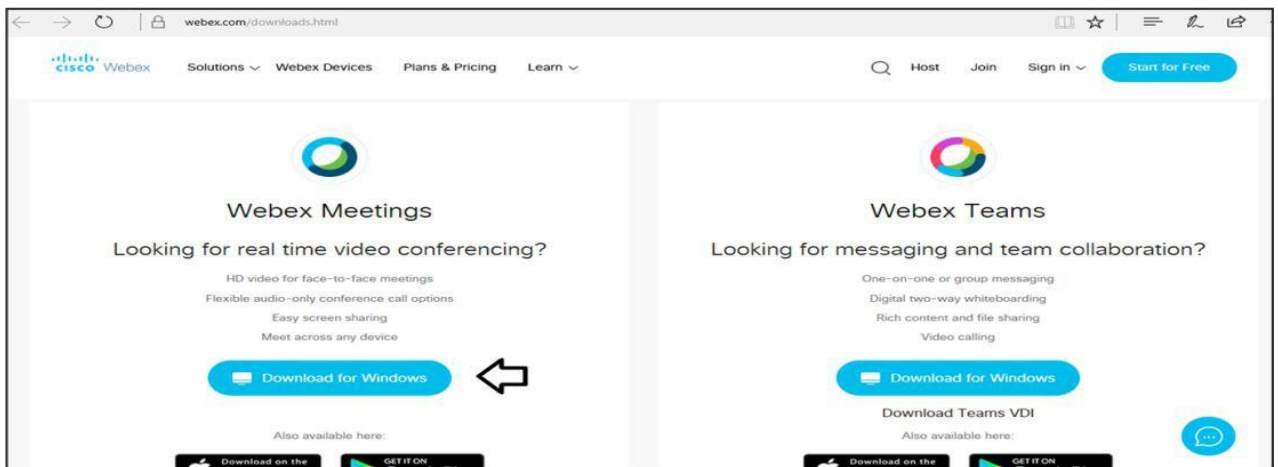
at least Two days before the date of the EGM, so as to enable the Management to keep the information ready at the Meeting, mentioning their name demat account number/ folio number, email id, mobile no. at info@sanjivani.co.in. The same will be replied by the Company suitably.

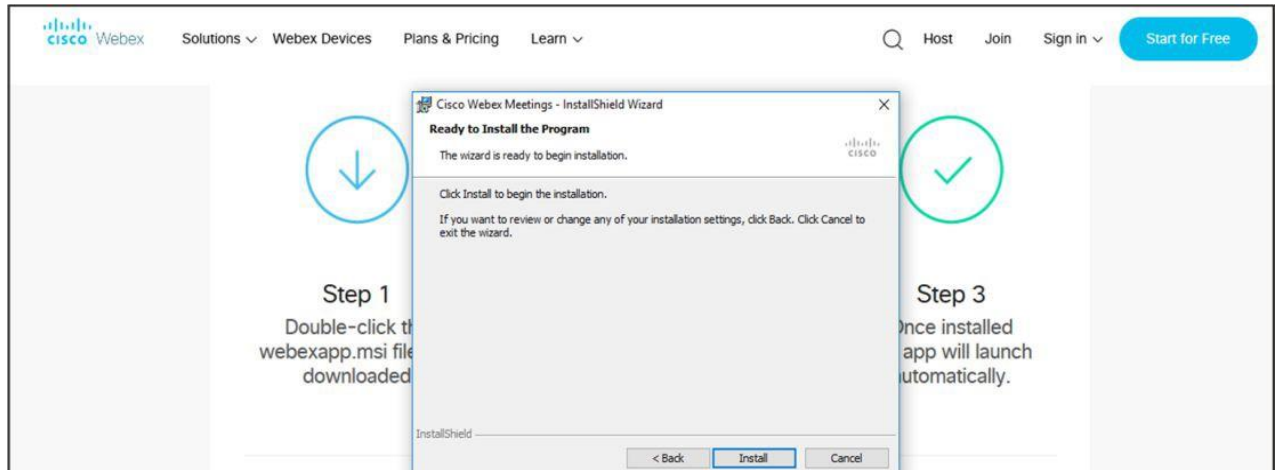
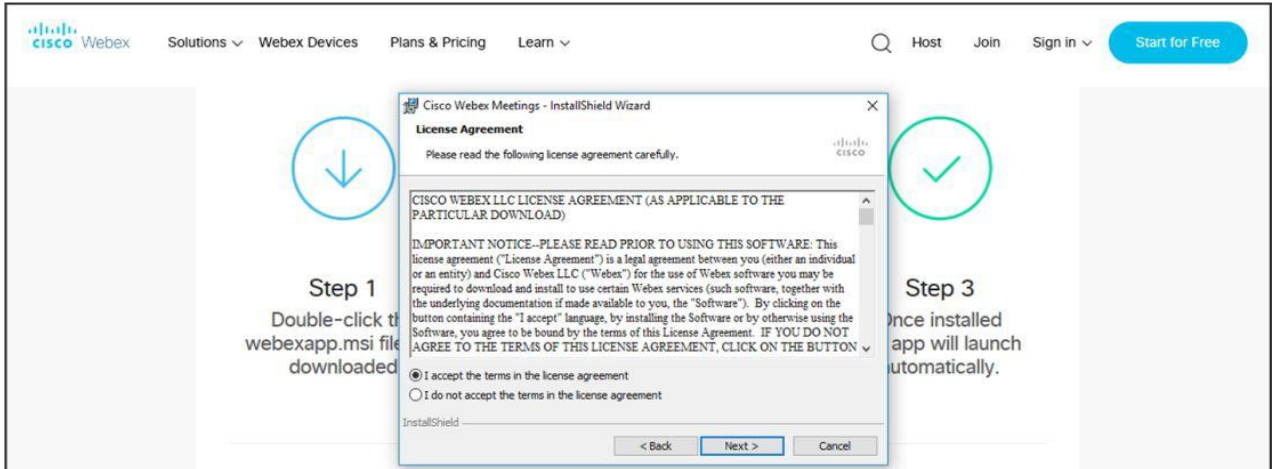
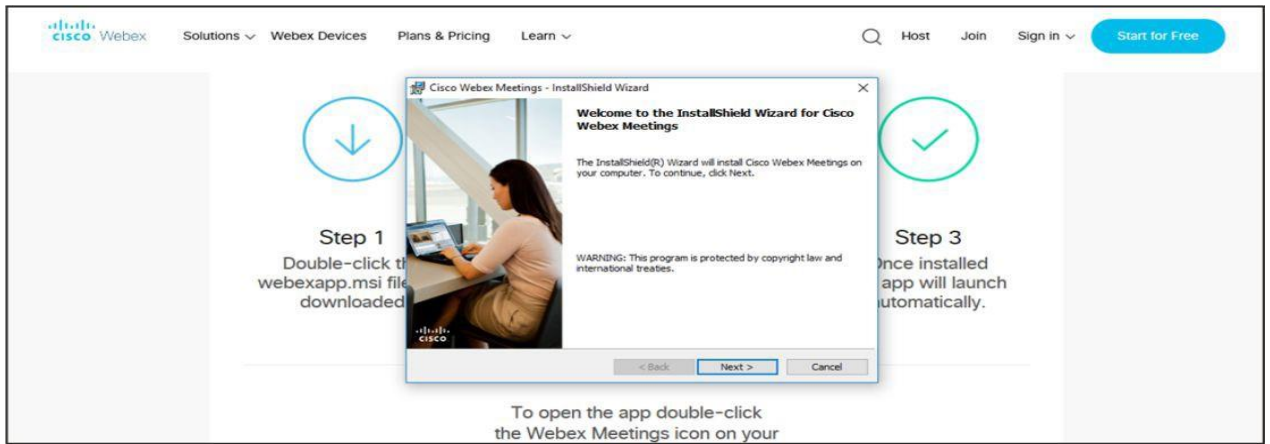
Note:

- Those shareholders/ members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- Relevance of questions and order of speakers at the Meeting shall be decided by the Chairperson.
- Shareholders/ Members should be allowed to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

➤ **For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, members are requested to download and install the Webex application in advance by following the instructions as under:**

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>





- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Event.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Event

The screenshot shows the Cisco Webex event registration interface. On the left, under 'Event Information', there are fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. On the right, there is a 'Join Event Now as Panelist' button. Below it, a message says 'To join this event as a panelist, provide the following information.' followed by three input fields: 'First name:', 'Last name:', and 'Email address:'. Each field has a left-pointing arrow. A blue 'Submit' button is at the bottom right, also with a left-pointing arrow. Below the button, it says 'If you are the host, start your event.' At the bottom of the page, there is a note: 'Before you join the event, please click here to make sure that you have the appropriate players to view UCF (Universal Communications Format) rich media files in the event.'

➤ **Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet:**

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

- (i) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
- (ii) Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
- (iii) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- (iv) Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired.
- (v) Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
- (vi) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.
- In case the shareholders/ members have any queries or issues regarding voting at the EGM, kindly write an email to instameet@linkintime.co.in or Call at Tel: (022-4918 6175)

(B) Remote Voting through electronic means

1. In accordance with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended to date) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering Remote E-voting facility as an alternate, to all the Members of the Company, to cast their votes electronically on all resolutions set forth in the Notice herein.
2. For this purpose, the Link Intime (India) Pvt. Ltd. (LIIP) shall provide facility for Remote E-voting to enable the Members to cast their votes electronically. Remote E-voting is optional.
3. The Members who have cast their votes electronically prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.
4. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date. Votes once cast shall not be allowed to change subsequently.

5. The instructions and other information relating to Remote E-voting are as under:

- i. The remote e-voting period commences on 21st December, 2020 (9:00 a.m. IST) and ends on 23rd December, 2020 (5:00 p.m. IST). During this period, Members, holding shares either in physical form or dematerialized form, as on the record date 24th November, 2020, may cast their vote electronically. Thereafter, the Remote E-voting module shall be disabled by LIPL at 5.00 p.m. IST on the last day i.e. 23rd December, 2020.
- ii. Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 - a. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 - b. Click on “Login” tab, available under ‘Shareholders’ section.
 - c. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
 - d. Your User ID details are given below:
 - **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 - e. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

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

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed address slips.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the Company’s records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above-mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

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

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

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

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN,

DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

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

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

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

iii. Cast your vote electronically

- a. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “**EVENT NO. 200405**” of the Company, you choose to vote.
- b. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- c. Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.
- d. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/ Against’.
- e. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- f. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- g. **Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.**
- h. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

iv. **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.
They are also required to upload a scanned certified true copy of the board resolution / authority letter/ power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund/ Corporate Body**’ login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us: Tel: 022 – 4918 6000.
- v. Mr. Dinesh Deora, Partner of M/s. DM & Associates Company Secretaries LLP, a Practicing Company Secretary (Membership No. FCS No. 5683, COP No. 4119), is appointed as the Scrutinizer to scrutinise the remote e-voting process and voting at EGM in a fair and transparent manner.
 - vi. The Chairperson of the EGM, after the end of the discussions on the resolutions on which voting is to be held, with the assistance of the Scrutinizer shall allow the voting by use of

ballot paper to those Members attending the EGM and who have not cast their votes through remote e-voting.

- vii. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count votes cast in the EGM and then unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. Thereafter, he shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and within a period not exceeding two (2) working days from the conclusion of the EGM, forward to the Chairperson or any person authorised by him in writing, who shall countersign the same.

Other Instructions

1. In case of joint holders attending the meeting, only that joint-holder who is highest in the order of names shall be entitled to vote.
2. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Nomination facility is available to -
 - (a) Members holding shares in physical form by filing Form SH-13 with the Company's RTA. Form SH-13 is available on the Company's website and shall also be provided on request.
 - (b) Members holding shares in dematerialized form by lodging their request with their DPs.
3. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company or RTA.
4. Members are requested to notify immediately:
 - (a) Any change in their residential address.
 - (b) Income-tax Permanent Account Number (PAN).
 - (c) Bank details – Name and address of the bank; A/c No.; type of A/c
5. Shareholders holding shares in more than one folios are requested to write to the RTA of the Company, enclosing their Share Certificates, for consolidation of their folios.
6. Non-resident members are requested to inform their Depository Participants/ Link Intime India Pvt. Ltd., immediately of-
 - (i) change in their residential status to India for permanent settlement;
 - (ii) particulars of their bank account(s) maintained in India with complete name, branch, account type, account number and address of bank, with pin code number.
7. Members who have not registered their contact details, bank details and e-mail addresses so far are requested to register the same as stated in aforesaid point no. clause 1.

The following additional details need to be provided in case of updating bank account details with the RTA:

- Name and branch of the bank in which you wish to receive the dividend
- the bank account type
- Bank account number allotted by the bank after implementation of core banking solutions
- 9 digits MICR Code Number
- 11 digits IFSC Code
- a scanned copy of the cancelled cheque bearing the name of the first member

Further, in the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5.

8. Since the EGM will be held through VC/ OAVM in accordance with the MCA Circulars and SEBI circular, the route map, proxy form and attendance slip are not attached to this Notice.

The results declared along with the Scrutinizer's report shall be placed on the Company's Website: www.sanjivani.co.in and on the website of the service provider (<https://instavote.linkintime.co.in>) immediately after the result is declared and shall simultaneously also be communicated to BSE Limited.

**By Order of the Board of Directors
For SANJIVANI PARENTERAL LIMITED
Sd/-
Company Secretary & Compliance Officer**

Place: Mumbai
Date: 24th November, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company has proposal for further investment with a view to augment of funds to meet the short term & long-term working capital requirements of the Company and for future growth plans. For this purpose, it requires to issues shares and thereby the paid-up capital will increase. The Company needs to increase the authorized share capital of the Company for the purpose of increasing of the paid-up capital. The amending of capital clause of the Memorandum of Association is required for increasing of the authorized share capital. As per Section 61 of the Companies Act, 2013 approval of Members is required for increasing the authorized share capital of the company and altering relevant capital clause of the memorandum of association. Hence the resolution under Item No.1 is placed for approval by way of Ordinary Resolution.

A copy of the amended Memorandum of Association will be made available for inspection at the request of the Members by electronic means.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 1 of the Notice.

ITEM NO. 2

The Company had borrowed funds from Mr. Ashwani Khemka, belong to part of the Promoter and the Promoter Group of the Company and also one of the Directors of the Company. This unsecured loan amount outstanding as on 12th November, 2020 of Rs. 2,74,20,486. The accrued interest on this unsecured loan till 12-11-2020 is nil as no interest is payable to him. He now wants to convert part of his unsecured loan amount into Equity Shares. Based on the said request, the Board has resolved to issue, offer and allot upto 16,00,000 Equity Shares (Sixteen Lakhs Only) of face value of Rs. 10 each at issue price of Rs. 10 (Rupees Ten Only) per share aggregating to Rs. 1,60,00,000 (Rs. One Crore Sixty Lakhs Only) (against amount of Rs. 1,60,00,000 out of total unsecured loan amount outstanding as on 12th November, 2020 of Rs. 2,74,20,486), to Mr. Ashwani Khemka on a preferential basis, by conversion of his part of unsecured loans into Equity Shares. The Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, etc., such further shares shall be offered to the existing Members of the Company in the manner laid down in the Section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, consent of the Members by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 read with its Rules and SEBI ICDR Regulations, 2018 and other applicable rules and regulations. Hence the resolution under Item No.2 is placed for approval by way of Special Resolution.

The Special Resolution as mentioned under Item No.2 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force).

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

S. No.	Name of the proposed Allottee	Amount Outstanding as on 12-11-2020 (in Rs.)	Amount used for Equity Shares to be allotted (in Rs.)	Balance of loan outstanding after conversion (in Rs.)
1	Mr. Ashwani Khemka	2,74,20,486	1,60,00,000	1,14,20,486

The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018 is as stated below:

Object of the Issue through preferential Allotment: The object of this issue is to convert part of the outstanding unsecured loan into Equity Shares capital of the Company, which shall improve networth of the Company.

Accordingly, the number of Equity Shares proposed to be issued is as under:

S. No.	Name of Allottee	Number of Equity Shares
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1	Mr. Ashwani Khemka	16,00,000
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The proposal of the promoters, or their associates and relatives, Directors/Key Managerial Persons of the issuer to subscribe to the offer:

Only the following promoter group entity has conveyed to the Company in writing to subscribe to the Equity Shares of the Company on preferential basis under the resolution under **Item No. 2.**

S. No.	Name o Allottee	Number of Equity Shares	Category
1	Mr. Ashwani Khemka	16,00,000	Promoter

Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by Mr. Ashwani Khemka:

S. No.	Name o Allottee	Pre-Preferential Holding		Proposed Allotment	Post Preferential Holding	
		No. of Equity Shares	%	No. of Equity Shares	No. of Equity Shares	%
1	Mr. Ashwani Khemka	1,77,356	3.01	16,00,000	17,77,356	20.91

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control: Not applicable as the proposed allottee is an individual person.

None of the Promoter or Promoter Group, Directors and Key Managerial Personnel are either interested or concerned in the proposed resolution except Mr. Ashwani Khemka (who is one of the Directors and Promoter of the Company) and his relatives, who is proposed to be allotted equity shares.

ITEM NO. 3

The Company shall receive investment of Rs. 1.00 Crores from **Next Orbit Ventures Fund (a SEBI Registered Venture Fund)** for the future expansion and growth of the Company as existing network of the Company is negative and the Company needs funds for future growth. This further infusion of the share capital is necessary. The Investor has agreed to make an investment in the equity capital form in the Company for a sum of Rs. 10,00,00,00. The Board of Directors in their meeting held on 13th November, 2020 has approved to issue, offer and allot upto 10,00,000 Equity Shares (Ten Lakhs Only) of the face value of Rs. 10 each (Rupees Ten Only) fully paid up at an issue price of as per the valuation as on the Relevant Date to Next Orbit Ventures Fund on a preferential basis. The Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, etc., such further shares shall be offered to the existing Members of the Company in the manner laid down in the Section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, consent of the Members by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 read with its Rules and the SEBI ICDR Regulations, 2018 and other applicable rules and regulations. Hence the resolution under Item No.3 is placed for approval by way of Special Resolution.

The Special Resolution as mentioned under Item No. 3 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force).

The information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018 is as stated below:

Object of the Issue through preferential Allotment: The Company shall utilise the proceeds from the preferential issue towards its business development, working capital requirement and for general corporate purpose which shall enhance the business of the Company.

Accordingly, the number of Equity Shares proposed to be issued is as under:

S. No.	Name o Allottee	Number of Equity Shares*
1	Next Orbit Ventures Fund	10,00,000

*Shares belong to the non-promoter group:

Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by Next Orbit Ventures Fund:

S. No.	Name o Allottee	Pre-Preferential Holding		Proposed Allotment	Post Preferential Holding	
		No. of Equity Shares	%	No. of Equity Shares	No. of Equity Shares	%
1	Next Orbit Ventures Fund	Nil	Nil	10,00,000	10,00,000	11.77

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control:

The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to Next Orbit Ventures Fund is Mr. Ajay Jalan (Indian, having PAN: AAUPJ9842R).

INFORMATION COMMON FOR ITEM NO. 2 & ITEM NO. 3

Pricing of the Issue and Relevant Date: The issue of equity shares on preferential basis to the promoters/ non promoters of the company will be in such manner and on such price under the SEBI (ICDR) Regulations, 2018. The SEBI (ICDR) Regulations, 2018 in terms of Regulation 165, inter alia, provide that the issue price of the equity shares to be issued in terms of the SEBI (ICDR) Regulations, 2018 wherein the Equity Shares are being Infrequently traded (in terms of relevant regulation of SEBI (ICDR) Regulations, 2018).

The issue price has been fixed at Rs.10 based on the valuation carried out by M/s. RV Shah & Associates, Chartered Accountants, an independent valuer, at 108, Sujata, Station Road, Malad East, Mumbai – 400 097. There is no price band fixed and hence the same is not applicable. A copy of the Valuation Report is made available at the website of the Company at www.sanjivani.co.in.

Assuming 18th November, 2020 as relevant date, the minimum price is arrived at Rs.10 and the Issue Price is accordingly fixed at Rs. 10 per Equity Share by the Board of Directors.

Maximum number of equity shares to be issued in proposed Preferential Issue shall be total 26,00,000 Equity Shares of face value of Rs. 10 each aggregating to Rs. 2,60,00,000 (Rupees Two Crore Sixty Lakhs Only)

Except Mr. Ashwani Khemka (as mentioned in Item No. 2), belonging to the Promoter and Promoter Group of the Company and is also one of Directors of the Company, no other promoters, directors or key managerial personnel of the Company has any intention to subscribe to the proposed Preferential Issue.

Shareholding Pattern before and after the proposed Preferential Issue would be as follows:

S. No.	Category	Pre-Preferential Holding		Post Preferential Holding*	
		No. of Equity Shares	%	No. of Equity Shares	%
A	Promoters' Holding				
	(i)Indian Promoters	4,93,071	8.36	20,93,071	24.63
	(a)Individual/HUF	-	-	-	-
	(b)Bodies Corporate	-	-	-	-
	(c)Others (Trusts)	-	-	-	-
	(ii)Foreign Promoters	-	-	-	-
	-Individual	-	-	-	-
	-Bodies Corporate	-	-	-	-
	Sub Total (A)	4,93,071	8.36	20,93,071	24.63
B	Non-Promoters' Holding				
	Bodies Corporate	1,86,397	3.16	1,86,397	2.19
	Residents/ Individuals	49,50,840	83.94	49,50,840	58.26
	Hindu Undivided Family	1,98,489	3.37	1,98,489	2.34
	Venture Capital Fund	-	-	10,00,000	11.77
	NRI	54,819	0.93	54,819	0.65
	Non Resident (Non Repatriable)	14,419	0.24	14,419	0.17
	Clearing Members	165	0.00	165	0.00
	Trusts	100	0.00	100	0.00
	Sub Total (B)	54,05,229	91.64	64,05,229	75.37

Grand Total (A+B)	58,98,300	100.00	84,98,300	100.00
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Note: The above pre-issue shareholding pattern is prepared based on benpos as on **13.11.2020**.

*The Post Preferential Issue shareholding is shown after taking into account the proposed allotment to Mr. Ashwani Khemka (as mentioned in Item No. 2) and to Next Orbit Ventures Fund (as mentioned in Item No. 3) of this Notice and assuming no changes in no. of shares in other categories.

Proposed time within which the allotment shall be completed: As required under the SEBI (ICDR) Regulations, 2018 the company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

Lock-in period of shares: The Equity shares to be allotted to the promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations, 2018. The Pre-preferential shareholding of the allottee(s), if any, will be locked-in from the Relevant Date upto a period of 6 months from the date of trading approval.

Auditors' Certificate: The certificate from M/s. R. B. Gohil & Co., Chartered Accountants, the Statutory Auditors of the Company, to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter V of the SEBI (ICDR) Regulations, 2018 shall be placed through electronic means at the EGM.

Change in control: The present allotment being made to promoters will not result in any change in the control of the Company.

Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018: Neither the Company nor any of its Promoters or Directors are declared as willful defaulters nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018. Therefore, no disclosures as specified in Schedule VI of SEBI (ICDR) Regulations, 2018 is applicable.

Undertakings:

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018 the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

None of the Promoters, Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution except as mentioned in Item No. 2 of the Notice.

**By Order of the Board of Directors
For SANJIVANI PARENTERAL LIMITED**

Sd/-

Company Secretary & Compliance Officer

Place: Mumbai

Date: 24th November, 2020

