



**UNIHEALTH CONSULTANCY LIMITED**  
**(Formerly Known as UNIHEALTH CONSULTANCY PRIVATE LIMITED)**  
**Corporate Identity No. (CIN) : L85100MH2010PLC200491**  
**Regd. Office: H-13 & H-14, Everest, 9<sup>th</sup> Floor, 156 Tardeo Road, Mumbai-400034**  
**Maharashtra, India,**  
**Tel: 022 23544625/27; Email: cs@unihealthonline.com;**  
**Website:https://www.unihealthonline.com.**

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**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]**

VOTING STARTS ON	VOTING ENDS ON
Tuesday, May 28, at 9.00 a.m. (IST)	Wednesday, June 26, at 5.00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard the latest being General Circular no. 09/2023 dated September 25, 2023, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only through voting by electronic means (**'remote e-Voting'**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Unihealth Consultancy Limited (**'Company'**) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.unihealthonline.com/>

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Wednesday, June 26, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

## **SPECIAL BUSINESS**

### **1. VARIATION IN TERMS OF OBJECTS OF THE ISSUE**

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

**"RESOLVED THAT** pursuant to the provisions of Section 27 and other applicable provisions of the Companies Act, 2013, as amended ("Companies Act"), read with Rule 7 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and other applicable provisions of Companies Act, 2013, Regulation 59 read with Schedule XX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the utilisation of proceeds raised by the Company through an initial public offering of equity shares (the 'IPO') made in pursuance of the Prospectus dated September 14, 2023 (the 'Prospectus') and reallocate the unutilized proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, and take the necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, 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 and ratification thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions."

## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Bigshare Services Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, May 24, 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 14 of this Notice.
5. The remote e-voting shall commence on Tuesday, May 28, at 9.00 a.m. (IST) and shall end on Wednesday, June 26, at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors has appointed Ms. Shalini Bhat (Membership No. FCS: 6484, CP No. 6994) or failing her, Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

7. The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.unihealthonline.com](http://www.unihealthonline.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Wednesday, June 26, 2024 at 5.00 p.m. (IST).
10. Members may download the Notice from the website of the Company at [www.unihealthonline.com](http://www.unihealthonline.com) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) A copy of the Notice is also available on the website of NSE at [www.nseindia.com](http://www.nseindia.com)
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [cs@unihealthonline.com](mailto:cs@unihealthonline.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period **May 28, 2024 to June 26, 2024**.

**13. Process for Registration of e-mail addresses:**

The Shareholders having shares in demat form are requested to update their email id through their DP where they are having their demat account.

**A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

As part of Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, Bigshare Services Private Limited for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5.00 pm (IST) on June 21, 2024.

**B. Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:**

- a) Visit the link: <https://www.bigshareonline.com/InvestorRegistration.aspx>
- b) Select the name of the Company from drop-down: Unihealth Consultancy Limited
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id
- d) System will send One Time Password ('OTP') on mobile no. and e-mail id
- e) Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to [lawoo@bigshareonline.com](mailto:lawoo@bigshareonline.com) or [evoting@nsdl.com](mailto:evoting@nsdl.com)

- C. Registration of e-mail address permanently with Company / DP:** Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, please visit <https://www.bigshareonline.com> to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

**14. Process to cast votes through remote e-voting:**

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="662 331 1428 907">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="662 913 1428 1120">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="662 1126 1428 1780">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="662 1787 1428 1951">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms.Veena at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@unihealthonline.com](mailto:cs@unihealthonline.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@unihealthonline.com](mailto:cs@unihealthonline.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors**

**Binita Patel**  
Company Secretary & Compliance Officer  
Membership No. ACS: 46394

**Date:** May 27, 2024

**Place:** Mumbai

**Registered Office:**

H-13/14 Everest, 156 Tardeo Road, Mumbai- 400034

**Tel:** +91-22-23544625

+91-22-23544627

**E-mail:** [info@unihealthonline.com](mailto:info@unihealthonline.com)

**Website:** [www.unihealthonline.com](http://www.unihealthonline.com)

**CIN:** L85100MH2010PLC200491

## STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to Resolution No. 1 mentioned in the accompanying Notice.

### **Item No. 1:**

The Company vide its Prospectus dated September 14, 2023 (“**Prospectus**”) had raised Rs. 5654.88 lakhs from the initial public offer of its equity shares (the ‘IPO’). The net proceeds from the IPO were Rs. 4840.58 lakhs /- (hereinafter referred to as “IPO Proceeds”). The Equity shares of the Company got listed on the SME Segment of National Stock Exchange of India Limited (“**NSE**”) on September 21, 2023.

The Board of directors by a resolution dated 23<sup>rd</sup> May, 2024, has proposed to vary the utilisation of proceeds raised by the Company through the IPO and reallocate the unutilized proceeds.

As per the provisions of section 27 of the Companies Act, 2013 and Regulation 59 of the SEBI ((Issue of Capital and Disclosure Requirements) Regulations, 2018, where the company has raised money from public through prospectus and has any unutilized amount out of the money so raised, it shall not vary the terms of contracts referred to in the prospectus or objects for which the prospectus was issued except by passing a special resolution through postal ballot

**The relevant and material information as per the Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below:**

**1] The original purpose or object of the Issue as detailed in the Prospectus and Schedule of implementation, requirement of funds and proposed utilization of net proceeds is as under:**

(Amounts in INR lakhs)

<b>Particulars</b>	<b>Total estimated cost</b>	<b>Amount to be funded from the Net Proceeds</b>	<b>Estimated utilization of Net Proceeds in FY 2024</b>	<b>Estimated utilization of Net Proceeds in FY 2025</b>
Investment in our joint venture, Victoria Hospital Limited (VHL), Kampala, Uganda for funding its capital expenditure requirements for proposed expansion and working capital requirements of VHL	1700.00	1700.00	1300.00	400.00
Investment in our joint venture, UMC Global Health Limited (UMCGHL), Nigeria for funding its capital expenditure requirements for proposed expansion	460.00	460.00	460.00	-

Investment in our subsidiary, Biohealth Limited (BL), Tanzania for funding its capital expenditure requirements for proposed expansion	1587.50	1587.50	1587.50	-
General corporate purposes	1093.08	1093.08	1093.08	-

**2] Total money raised:** The Company vide its Prospectus dated September 14, 2023 (“Prospectus”) had raised Rs. 5654.88 lakhs from the initial public offer of its equity shares (the ‘IPO’). The net proceeds from the IPO were Rs. 4840.58 lakhs.

**3] Utilisation of proceeds of the IPO**

(Amounts in INR lakhs)

Actual Utilization of the proceeds till date of Notice						
Object as stated in the Prospectus	Amount to be funded from the Net Proceeds	Total Amount Utilized	Amount yet to be utilised	% of achievements as per prospectus	% of unutilized amount as per prospectus	Variance, if any
Investment in our joint venture, Victoria Hospital Limited (VHL), Kampala, Uganda for funding its capital expenditure requirements for proposed expansion and working capital requirements of VHL	1700.00	1006.25	693.75	59.19%	40.81%	Nil
Investment in our joint venture, UMC Global Health Limited (UMCGHL), Nigeria for funding its capital expenditure requirements for proposed expansion	460.00	83.04	376.96	18.05%	81.95%	Nil
Investment in our subsidiary, Biohealth Limited (BL),	1587.50	Nil	1587.50	-	100%	As of March 31, 2024, not utilised

Tanzania for funding its capital expenditure requirements for proposed expansion						the earmarked funds into Biohealth Limited
General corporate purposes	1093.08	1093.08	Nil	100%	-	Nil

#### **4] Proposed variation:**

In the objects mentioned in the Prospectus, the Company had earmarked Rs. 1587.50 lakhs for investment in Biohealth Limited, its subsidiary in Tanzania. The said amount was intended partly to be utilized for capital expenditure and procurement of equipment for the expansion of its medical centre and its effective graduation into a hospital, and partly for the purchase of equipment to set up a medical consumable manufacturing unit in Mwanza, Tanzania. The Company has, however, as on date, not utilised the earmarked funds into Biohealth Limited.

The Company has, in the period since the successful conclusion of the IPO, initiated discussions to explore the possibility of entering into a strategic partnership with a Tanzanian conglomerate, to set up the intended hospital and simultaneously explore acquisition opportunities in the sector in Tanzania, in furtherance of the Company's vision.

The Company, as part of its strategic collaboration, intends to forge a partnership and commence the proposed medical consumable manufacturing unit in Tanzania, the successful completion of which is likely to reduce the required capital outlay to be made by the Company for these projects, without impacting its proposed expansion and revenues from the same, thereby allowing the Company to explore and pursue other opportunities for its growth on an immediate basis.

The Company intends to utilize Rs. 1350 lakhs of the unutilized IPO proceeds for investing as equity and debt in UMC Hospitals Private Limited, a subsidiary of the Company in India and in Unihealth Holdings Limited, the wholly owned subsidiary of the Company in Mauritius, to support expansion and acquisition of projects across India and Africa, in furtherance of the current objects of the Company.

#### **5] Reasons and Justification for proposed variation:**

In line with the Company's vision of expanding its commissioned bed strength by setting up and/or acquiring tertiary care and/or multi-specialty and/or super-specialty hospitals in key high growth countries of Africa as well as in India, the Company has been exploring possible opportunities for probable acquisitions and collaborations.

Following comprehensive and detailed market assessment and study, the Company opines that investments in the Indian healthcare sector are likely to be of strategic benefit for the Company's growth plans on an immediate basis. In furtherance to the same, UMC Hospitals Private Limited has been incorporated by the Company as its subsidiary, to set up, acquire operations and enter into management contracts for tertiary care hospitals in India. The Company, via UMC Hospitals Private Limited, intends to add a capacity of 150 to 250 commissioned beds across one or more tertiary care hospitals in India under its operational management in the coming 24-36 months. In line with the Company's proposed plans to establish a pan-African presence and expand its existing bed capacity across Africa from 200 tertiary care beds to more than 500 commissioned beds in the coming 36

months, the Company has incorporated a wholly owned subsidiary, Unihealth Holdings Limited, in Mauritius. The said subsidiary intends to make investments to acquire as well as invest into setting up of facilities in line with the Company's vision and growth plans, in key target countries of Africa. In furtherance of the same, the Company intends to invest Rs. 1350 lakhs as equity capital and debt into UMC Hospitals Private Limited (India) and Unihealth Holdings Limited (Mauritius), to provide these companies with the required funds for probable investments to acquire and/or invest into setting up of the intended facilities in India and across Africa, an initiative that has necessitated the Company to vary the utilisation of proceeds of the IPO and reallocate the unutilized proceeds .

The Board considers it prudent to re-classify and extend the unutilized amount towards investment in the Company's other subsidiaries to lead to optimum utilization of IPO proceeds and maximize the return on investment for members of the Company, ensuring future growth of the Company.

**6] The proposed time limit within which the proposed varied objects would be achieved:**

The Company intends to invest the reallocated funds into UMC Hospitals Private Limited, the Company's subsidiary in India and into Unihealth Holdings Limited, its wholly owned subsidiary in Mauritius, within a period of 36 months from the date of reallocation, subject to receiving all necessary statutory approvals for making the said investments, to allow these subsidiary companies access the required funds to acquire and/or set up the projects under consideration in India and across key target countries in Africa, in line with the Company's vision and growth plans.

**9] The estimated financial impact of the proposed alteration on the earnings and cash flow of the company:**

The investments intended to be made by the Company are likely to allow the Company to add a probable commissioned capacity of more than 500 tertiary care beds in the ensuing 36 months. This proposed addition is being considered as a combination of acquisitions and green field establishments, in India and across key target countries in Africa. The acquisitions that the Company intends to make by utilizing the reallocated funds are likely to enable significant revenue and profit growth for the Company, in view of the proposed facilities that the Company intends to consider, being operational units. Similarly, the green field facilities being planned by the Company, once commissioned in the coming 12-18 months, are likely to significantly increase the Company's revenues and profits over the next 24-48 months. The Company will make its best efforts to ensure that the average revenue per operational bed and EBIDTA margin for the bed capacity being added by deployment of the reallocated funds are in line with the presently achieved metrics of the Company.

**10] The risk factors pertaining to the new objects:**

Setting up hospitals can be a promising venture given the increasing demand for healthcare services globally. However, like any business endeavour, there are certain risk factors to consider. Healthcare businesses globally are highly regulated and the complexities of navigating through licensing, accreditation, and other regulatory requirements can be time-consuming and costly. Unintended delays in commissioning of projects due to statutory challenges need to be considered and can have a financial impact on the Company.

Operational challenges and risks include market competition, acquisition and retention of skilled manpower, impact of economic volatility and geopolitical changes, supply chain management, specifically in relation to the proposed facilities in Africa and infrastructural challenges related to power shortages, maintenance issues among others.

The necessary compliances of Section 27 of the Companies Act, 2013 and regulation 59 of the SEBI ((Issue of Capital and Disclosure Requirements) Regulations, 2018, would be carried out as applicable.

The Board recommends the passing of Special resolution as set out under Item No. 1 for approval of the members.

Dr. Akshay M. Parmar and Dr. Anurag R. Shah may be concerned or interested in the resolution as set out under Item No. 1.

None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board of Directors**

**Binita Patel**  
Company Secretary & Compliance Officer  
Membership No. ACS: 46394

**Date:** May 27, 2024

**Place:** Mumbai

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