

EVEXIA LIFECARE LIMITED

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of Evexia Lifecare Limited will be held on Thursday, June 15, 2023 at 11 A.M. at the Registered Office of the Company situated at Village Tundao, Taluka Salvi, Vadodara-391775 to transact the following business: -

SPECIAL BUSINESS: -

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and read with the Companies (Share Capital & Debentures) Rules, 2014 rules framed thereunder, if any, approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 86,45,00,000/- (Rupees Eighty Six Crores Forty five lakhs Only) divided into 86,45,00,000 (Eighty Six Crores Forty five lakhs) Equity Shares of Re.1/- each to Rs. 387,00,00,000 (Rupees Three Hundred Eighty Seven Crores Only) divided into 387,00,00,000 (Three Hundred Eighty Seven Crores) equity shares having Face Value of Re. 1 (Rupee One Only) each by creation of additional Equity Share Capital of Rs. 3,00,55,00,000/- (Rupees Three Crore and Fifty Five Lakhs only) divided into 3,00,55,00,000 (Three Crore and Fifty Five Lakhs) Equity Shares of Re. 1/- (Rupee One Only) each to rank pari-passu with the existing Equity Shares of the Company

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

"V. The Authorised Share Capital of the Company is Rs. 387,00,00,000 (Rupees Three Hundred Eighty Seven Crores Only) divided into 387,00,00,000 (Three Hundred Eighty Seven Crores) Equity shares of Face Value of Re. 1 (Rupee One Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

ITEM NO. 2: TO ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **“the Act”**) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as **“SEBI (ICDR) Regulations”**], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**“PIT Regulations”**) and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs (**“MCA”**) the Securities and Exchange Board of India (**“SEBI”**), Government of India (**“GOI”**), Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by 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 may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 8,00,00,000 (Eight Crore) Fully Convertible Warrants (**“Warrants”**) each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Re.1/- (Rupee One Only) (**“Equity Share”**) each at an issue price of Rs.3/- (Rupees Three Only) per warrant including premium of Rs. 2/- (Rupees Two Only) per share, determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulations, 2018 (**“Warrant Issue Price”**), to the Promoter Group and Non-Promoter Group of the Company (hereinafter referred to as the **“Proposed Allottees/Investors”**) as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment).

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable laws, the **‘Relevant Date’** for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, shall be Tuesday, May 16, 2023 being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares on exercise of option of conversion against each such warrant. The respective Warrant

Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

- b) The Warrant shall be allotted in within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
- c) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Tuesday, May 16, 2023 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants.
- d) The price of each equity share to be issued in lieu of the warrants is Rs.3/- per share or price to be calculated in accordance with the provisions of Regulation 166A read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- e) The Warrants and the Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- f) The tenure of warrants shall not exceed 18(eighteen) months from the date of allotment of the warrants.
- g) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Re. 1/- (Rupees One only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- h) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- i) The said Warrants by itself until exercise of conversion option and equity shares allotted does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- j) The Equity share upon the conversion will be listed and traded on the BSE Limited where the existing shares of the Company are currently listed subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Re.1/- (Rupee One only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for Equity Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the warrants as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on conversion of these warrants on Stock Exchange where the Company's shares are listed, as per the terms and conditions of the Listing Agreement and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment warrants and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Gujarat and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution."

By the order of the Board
For, EVEXIA LIFECARE LIMITED
Sd/-
JAYESH R. THAKKAR
MANAGING DIRECTOR
(DIN: 01631093)

DATE: 16/05/2023
PLACE: VADODARA

Registered Office: -

Village Tundao, Taluka Salvi,
Vadodara-391775, Gujarat

Notes:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.

3. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
4. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (RTA) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. <http://www.evexialifecare.com/> and on the websites of the Stock Exchange i.e. BSE Platform at www.bseindia.com.
5. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours up to the date of the Extraordinary General Meeting.
6. In case of joint holders attending the Extraordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members seeking any information are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transportation. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
10. As per the provisions of Section 72 of the Companies Act, 2013 and the SEBI Circular, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/Registrar and Transfer Agent in case the shares are held in physical form.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI(Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Extra Ordinary General Meeting ("EGM"). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means as the authorized E-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

12. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- i. The voting period begins on Monday, 12th June, 2023 at 9:00 A.M. and ends on Wednesday, 14th June, 2023 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 8th June, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank

	details field.
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- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <EVEXIA LIFE CARE LIMITED> on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the

email address viz; info@evexialifecare.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

13. The Company has appointed M.BUHA & CO, Practising Company Secretary (Membership No. FCS: 9000; CP No: 10487), to act as the Scrutinizer for conducting the remote e-voting process for the EGM, in a fair and transparent manner.

14. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (i.e. Bombay Stock Exchange of India Limited) and shall also be displayed on the Company's website i.e. www.evexialifecare.com and on the website of BSE i.e. www.bseindia.com

15. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three day notice in writing of the intention so to inspect is given to the Company.

16. 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 RTA

By the order of the Board
For, EVEXIA LIFECARE LIMITED

Sd/-
JAYESH R. THAKKAR
MANAGING DIRECTOR
(DIN: 01631093)

DATE: 16/05/2023

PLACE: VADODARA

Registered Office: -

Village Tundao, Taluka Salvi,
Vadodara-391775,Gujarat

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') given hereunder sets out all material facts relating to the special business mentioned at Item No. 1 and 2 of the accompanying Notice dated May 16, 2023:

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

The present Authorized Share Capital of the Company is Rs. 86,45,00,000/- (Rupees Eighty Six Crores Forty five lakhs Only) divided into 86,45,00,000 (Eighty Six Crores Forty five lakhs) Equity Shares of Re.1/- each. The Company proposes to increase its authorized share capital to Rs. 387,00,00,000 (Rupees Three Hundred Eighty Seven Crores Only) divided into 387,00,00,000 (Three Hundred Eighty Seven Crores) equity shares of Face Value of Re. 1 (Rupees One Only) each to facilitate fund raising in future via issuance of equity shares.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorized Share Capital reflects face value of Re.1/- each.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 1 is in the interest of the Company, and the Board recommends for your approval as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.2: TO ISSUE FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

The Board of Directors in their meeting held on Tuesday, May 16, 2023 subject to necessary approval(s) has approved the proposal for raising of funds by issue and allotment of upto 8,00,00,000 (Eight Crore) warrants of the Company at a price of Rs. 3/- per equity warrants to Promoter Group on preferential basis to strengthen the Company's capital base and to augment the long-term resources for meeting funding requirements of its business activities including future expansion plans/ activities, financing the future growth opportunities, to meet working capital requirements and general corporate purposes.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential Issue:

The Company will use proceeds of proposed Preferential Issue of Warrants to strengthen the Company's capital base and to augment the long-term resources for meeting funding requirements of its business activities including future expansion plans/ activities, financing the future growth opportunities, to meet working capital requirements and general corporate purposes.

2. Maximum number of specified securities to be issued including date of Board Resolution:

The board in its meeting held on Tuesday, May 16, 2023 has given their consent and passed a resolution, subject to the approval of shareholders, to offer, issue and allot upto 8,00,00,000 (Eighty Crore) Equity Warrants each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company presently have face value of Re. 1/- (Rupees One Only) ("Equity Share") at a price of Rs.3/- each or at a price as may be determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 ("Warrant Issue Price"), whichever is higher on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Pricing of preferential issue:

The pricing of the equity shares to be allotted on conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 and applicable law.

The issue of equity shares arising out of exercise of warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of warrants:

- i. 90 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date
i.e. Rs 2.29. /- (Two Rupees and Twenty Nine Paise Only) per warrant; or
- ii. 10 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date
i.e. Rs. 2.83/- (Two Rupees and Eighty Three Paise only) per warrant.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Report of independent registered valuer:

The Company has proposed preferential issue to certain allottees, which may result in allotment of more than five (5) percent of the post issue fully diluted share capital of the Issuer to allottees and accordingly the Company has obtained the Valuation Report from Independent Valuer i.e. RV Barkha Deshmukh, IBBI Registered Valuer for price to be determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 as on Relevant date i.e. Tuesday, May 16, 2023 and also in accordance with Regulation 166A(1) of the ICDR Regulations. In terms of Regulation 166A(1) the Registered Independent Valuer fixed Rs. 2.83/- (Two Rupees and Eighty Two paise Only) per equity share.

The Board has decided to fix the issue price more than the price derived by the Registered Valuer i.e. Rs. 2.83 /- per warrant, accordingly, the issue price for warrant is Rs. 3/- (Rupees Three Only) per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations

The Valuation Report received from Independent Valuer i.e. Barkha Deshmukh, IBBI Registered Valuer (Registration no. IBBI/RV/03/2022/14974) having office at L-02, 806, Malkans Society,

Jijamata Chowk, Sector-10, Ghansoli- 400 701, Navi Mumbai, in terms of Regulation 166A of the SEBI (ICDR) Regulations is also available/disseminated on the website of the Company at http://www.evexialifecare.com/preferential-issues/2023-24/Valuation%20report_Signed.pdf

4. Undertaking as to re-computation of price and lock-in of specified securities:

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 and also in accordance with Regulation 166A(1) of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

5. Amount which the company intends to raise by way of such securities:

Up to Rs. 24,00,00,000 /- (Rupees Twenty Four Crores only) by issuing Upto 8,00,00,000 (Eight Crore) equity warrants at a Price of Rs.3/- per warrant.

6. The intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

M/s. Kavita Hospitality Private Limited belonging to Promoter Group of the Company has shown their interest to subscribe to the warrants proposed to be issued by the Company as set out in the explanatory statement setting out the material facts.

None of the other Promoter & Promoter Group, Directors or Key Managerial Personnel of the Company except as mentioned herein, intend to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

7. Relevant date with reference to which the price has been arrived at;

The primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Tuesday, May 16, 2023, being 30 days prior to the date of the EGM convened to obtain the approval of the Members.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons belonging to promoter group.

9. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of Warrants		*Post-Issue Equity holdings	
		No of shares	% of shareholding	No of Share	% of holding	No of shares	% of shareholding
A.	Promoter's holding						
1.	Indian						
	Individual/HUF	3,64,53,400	5.47	-	-	3,64,53,400	4.89
	Bodies Corporate	2,91,11,018	4.38	8,00,00,000	100	10,91,11,018	14.67
	Relatives	-	-	-	-	-	-

	Sub Total	6,55,64,418	9.86	8,00,00,000	100	14,55,64,418	19.56
2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	6,55,64,418	9.86	8,00,00,000	100	14,55,64,418	19.56
B.	Non-Promoter Holding						
1.	Institutional Investors	4,69,66,650	7.07	-	-	4,69,66,650	6.31
2.	Non-Institutions	-	-	-	-	-	-
	Private Corporate Bodies/ Limited Liability Partnerships	74,09,054	1.11	-	-	74,09,054	0.99
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	53,13,79,923	79.97			53,13,79,923	71.38
	Others (Including NRIs)	1,31,13,285	1.97	-	-	1,31,13,285	1.76
	Sub Total (B)	59,88,68,912	90.13	-	-	59,88,68,912	80.44
	GRAND TOTAL	66,44,33,330	100	8,00,00,000	100	74,44,33,330	100

***It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.**

(The above pre-issue shareholding pattern is based on the shareholding as on March 31, 2023)

10. Time frame within which the preferential issue shall be completed:

The Warrant shall be allotted within 15 days after receiving in-principle approval letter from stock exchanges OR Thursday, June 15, 2023, the date on which this resolution is deemed to have been passed in the general meeting of the members of the Company, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name & Address of the proposed allottees	Category	PAN	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Warrants to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 40,00,000 equity shares)	
					No of shares	%	No of shares	%	No of shares	%
1	KAVIT HOSPITALITY PRIVATE LIMITED	Promoter Group	AAGCK3436R	JAYESHB HAI R. THAKKAR	0	0	8,00,00,000	100	8,00,00,000	10.75
Total							8,00,00,000	100	8,00,00,000	10.75

11A. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	KAVIT HOSPITALITY PRIVATE LIMITED	Currently not holding any equity shares of the Company and ultimate beneficial owner is covered under promoter category	Promoter Group

12. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

15. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.

- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

16. Certificate from Practising Company Secretary:

Mr. Vishwas Sharma proprietor of M/s. Vishwas Sharma & Associates, Practising Company Secretary, Ahmedabad, has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at http://www.evexialifecare.com/preferential-issues/2023-24/Certificate%20by%20PCS_Preferential%20Issue.pdf

17. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

18. Terms of payment:

The entire consideration against the allotment of the Warrants shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

19. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

20. Other Disclosures:

- (a) None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- (d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (e) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance

consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.

- (f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) warrant by appropriating Re.1/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- (g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (h) The equity shares to be issued and allotted by the Company on conversion of warrants shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No.2 of this notice for the approval of members as a **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, in the above resolution except Mr. Jayesh R. Thakkar, Managing Director, and their relatives to the extent of their respective interest as shareholders of the Company, since proposed resolution pertains to the preferential issue of warrants to promoter group of the Company.

By the order of the Board
For, EVEXIA LIFECARE LIMITED

Sd/-

JAYESH R. THAKKAR
MANAGING DIRECTOR
(DIN: 01631093)

DATE: 16/05/2023

PLACE: VADODARA

Registered Office: -

Village Tundao, Taluka Salvi,
Vadodara-391775,Gujarat

ATTENDANCE SLIP

EVEXIA LIFECARE LIMITED

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

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Thursday, June 15, 2023 at 11.00 A.M. at the Registered Office of the Company at Village Tundao, Taluka Salvi, Vadodara-391775,Gujarat

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

EVEXIA LIFECARE LIMITED

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

FORM MGT-11

PROXY FORM

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

CIN:	L23100GJ1990PLC014692
Name of the company:	EVEXIA LIFECARE LIMITED
Registered office:	Village Tundao, Taluka Salvi, Vadodara-391775,Gujarat

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Thursday, June 15, 2023 at 11.00 A.M. at the Registered Office of the Company at Village Tundao, Taluka Salvi, Vadodara-391775,Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

2.	TO ISSUE FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS
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Signed this..... day of..... 2022.

Signature of shareholder_____

Signature of Proxy holder(s)_____

Notes:

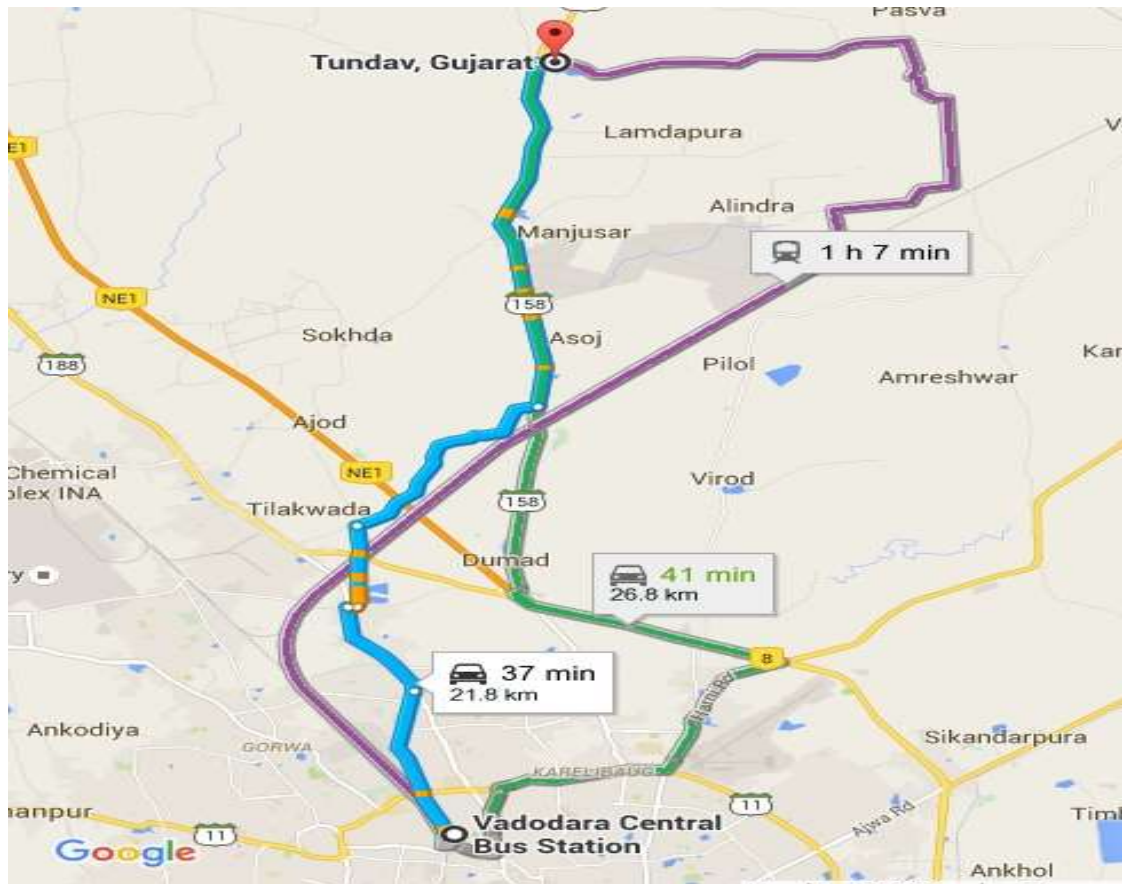
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE



EVEXIA LIFECARE LIMITED

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