



ZOTA HEALTH CARE LIMITED
CIN: L24231GJ2000PLC038352

Registered office: Zota House, 2/896, Hira Modi Street, Sagarapura, Surat-395002, Gujarat

Email: info@zotahealthcare.com

Website: www.zotahealthcare.com

Ph: +91-261-2331601

Tele Fax: 0261-2346415

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Zota Health Care Limited (the "Company") will be held on Friday, the 12th July, 2019 at 11:00 A.M. at the registered office of the Company situated at Zota House, 2/896, Hira Modi Street, Sagarapura, Surat - 395002, Gujarat to consider and transact following businesses:

Special Businesses:

1. To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

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

"RESOLVED THAT pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) equity shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lacs) equity shares of Rs. 10/- each."

"RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) equity shares of Rupees 10/- (Ten Only) each."

2. To approve the issuance of Bonus Shares

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

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for issue upto 7,017,341 equity shares of Rs. 10/- each as bonus shares of an aggregate nominal value upto Rs. 70,173,410/- (Rupees Seven Crore One Lac Seventy Three Thousand Four Hundred and Ten Only), as bonus shares to the shareholders out of the Securities Premium Account."

"RESOLVED FURTHER THAT:

- a. The bonus issue of shares will be made in the ratio of 4:10 [i.e. 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held.] to the shareholders on such date (Record Date) as may be determined by the board of director(s) after approval of Shareholders in general meeting.
- b. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- c. Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.
- d. No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- e. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced."

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorised to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.”

By order of Board of Directors For
Zota Health Care Limited

Place: Surat
Date: June 10, 2019

Sd/-
Ashvin Variya
Company Secretary & Compliance Officer

NOTES:

- 1) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/ HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than forty eight hours before the commencement of the meeting. A proxy form is annexed to this notice. Proxies submitted on behalf of limited Companies, Societies, etc, must be supported by an appropriate resolution / authority, as applicable.
- 3) Corporate Members intending to send their authorized representative to attend an Extraordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
- 4) All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday & Public holidays between 11:00 a.m. and 1.00 p.m. up to the date of an Extraordinary General Meeting.
- 5) Members holding shares in physical form are requested to notify following details to Registrar and Transfer Agent (RTA) of the Company Satellite Corporate Services Pvt. Ltd. Unit No. 49, Building No. 13-A-B, 2nd Floor, Samhita Commercial Co-Op. Society. Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai - 400 072
 - i) Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company) as required under the guidelines issued by the SEBI.
 - ii) E-mail id (for receiving notices and annual reports through e-mail id.)
 - iii) Any change in address (application form is available at website of the Company www.zotahealthcare.com under investor relation tab.)
 - iv) PAN card copy for the record of the Company as required under the guidelines issued by the SEBI.
- 6) The Notice of an Extraordinary General Meeting along with Proxy Form and Attendance Slip, are being sent by electronic mode to all members whose email addresses are registered with the Company/ RTA/ Depository Participant(s) unless a members has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforementioned documents are being sent by the permitted mode.
- 7) E-voting:
 - i) Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“E-Voting”) facility to its Members, to enable them to cast their votes electronically. E-Voting is optional. The Company has engaged the services of CDSL to provide e-voting facility to its Members. Voting rights will be reckoned on the paid up value of share registered in the names of members on Friday, July 05, 2019.
 - ii) 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.evotingindia.com to reset the password.

- iii) Members holding shares either in physical mode or dematerialization mode are entitled to exercise their vote through electronic mode.
 - iv) Company shall also provide voting through ballot papers; which shall be provided at venue of an Extraordinary General Meeting. Members who have not voted through e-voting are entitled to cast their vote through ballot papers.
 - v) The members who have voted through e-voting are also entitled to attend the meeting but not entitled to vote at the meeting.
 - vi) The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as a scrutinizer for conducting the Remote E-voting process and poll during an Extraordinary General Meeting in a fair and transparent manner.
 - vii) The Cut-off date for the purpose of e-voting is Friday, the 05th day of July, 2019. Members whose names are appearing on Register of Members on Friday, the 05th day of July, 2019 are entitled to vote through e-voting.
 - viii) The e-voting facility will be start from Tuesday, the 09th day of July, 2019 at 9:30 a.m. and will end on Thursday, the 11th day of July, 2019 at 5:00 p.m.
- 8) Poll at an Extraordinary General Meeting:
- i) First of all items of the notice will be discussed then the Chairman of the Meeting will order poll for that items. Poll is conducted under the supervision of the scrutinizer appointed for e-voting and poll.
 - ii) The members whose names appear as on Friday, the 05th day of July, 2019 in the Register of Members are entitled for the voting on poll in the meeting.
 - iii) Scrutinizer decision on validity of vote will be final.
- 9) The Prominent land mark near Registered office of the Company is Gujarat Samachar Press and next to Navsarjan Hospital. Map and Venue of EGM is as follows:



The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Tuesday, July 09, 2019 at 09.30 a.m. (IST) and ends on Thursday, July 11, 2019 at 5.00 p.m. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 05, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of ZOTA HEALTH CARE LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No. 1: To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

At present the Authorised Share Capital of the Company is 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 17,54,33,520 (Rupees Seventeen Crore Fifty Four Lacs Thirty Three Thousands Five Hundred and Twenty Only) divided into 1,75,43,352 (One Crore Seventy Five Lacs Forty Three Thousands Three Hundred and Fifty Two) equity shares of Rs. 10/- each.

The Board of Directors of the Company in its meeting held on Monday, June 10, 2019 have recommended the issuance of bonus shares in the ratio of 4:10 [i.e. 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held.] if the resolution for issuance of bonus shares as recommended by the Board; shall be approved by the members of the Company then additional 7,017,341 paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up share capital post bonus issue shall be Rs. 24,56,06,930/- which shall exceed the present Authorised Share Capital of the Company. So, in view of the proposed issuance of bonus shares, the present Authorised Share Capital of the Company need to be increased from Rs. 20 Crore to Rs. 25 Crore by creation of additional 50,00,000 (Fifty Lacs) equity shares of Rs. 10/- each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 20 Crore to Rs. 25 Crore.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

Item No. 2: To approve the issuance of Bonus Shares

As you all are aware that the Company’s shares have been listed on EMERGE platform of National Stock Exchange since May 10, 2017. Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2019 total free reserves and surplus of the Company is Rs. 51.39 crore including Security Premium Account of Rs. 36.57 crore. With a view to capitalize the Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Monday, June 10, 2019 have proposed to issue bonus shares at the ratio of 4:10 [i.e. 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held]. This bonus allotment will also rationalize the paid up capital of the company with the funds employed in the company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

By order of Board of Directors For
Zota Health Care Limited

Place: Surat
Date: June 10, 2019

Sd/-
Ashvin Variya
Company Secretary & Compliance Officer



ZOTA HEALTH CARE LIMITED

CIN: L24231GJ2000PLC038352

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ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No	
No. of Shares	

*DP ID	
*Client ID	

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at an Extraordinary General Meeting of the Company held on Friday, the 12th day of July, 2019 at The Registered office of the Company situated at Zota House, 2/896, Hira Modi Street, Sagrampura, Surat – 395002, Gujarat at 11:00 A.M.

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.

E-VOTING PARTICULARS

EVSN (E-VOTING SEQUENCE NUMBER)	USER ID	PAN/SEQUENCE NUMBER	DOB/DIVIDEND BANK DETAIL
190612006	Enter Folio No. or DP/Client ID	Refer e-voting instruction	Refer e-voting instruction



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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)]

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

*Applicable for holders holding shares in demat/ electronic mode

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

- Name:..... Address:.....
E-mail ID: Signature: **Or failing him**
- Name:..... Address:.....
E-mail ID: Signature: **Or failing him**
- Name:..... Address:.....
E-mail ID: Signature:

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at an Extraordinary General Meeting of the Company, to be held on Friday, the 12th day of July, 2019 at 11:00 a.m. at The Registered office of the Company situated at Zota House, 2/896, Hira Modi Street, Sagrampura, Surat – 395002, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association		
2	To approve the issuance of Bonus Shares		

Signature of Shareholder

Affix
Re. 1
Revenue
Stamp

Note: 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.