



## ZOTA HEALTH CARE LIMITED

CIN: L24231GJ2000PLC038352

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

**Email:** [info@zotahealthcare.com](mailto:info@zotahealthcare.com)

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

**Ph:** +91-261-2331601

**Tele Fax:** 0261-2346415

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,

The Members of the Company

Notice is hereby given that pursuant to section 110 and other applicable provisions if any, of the companies Act, 2013 (hereinafter referred to as "the Act") read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as special resolution or Ordinary Resolution through Postal Ballot including voting through electronic means ("Remote E-voting").

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company, at its meeting held on Friday, May 10, 2019 has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot and Remote E-voting process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting.

Members have the option to vote either by Physical Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Notice and Postal Ballot Form, record your assent (for) or dissent (against) therein by filing necessary details and affixing your signature at the designated place in the Form and return the Form duly completed in the attached self addressed postage pre-paid business reply envelope so as to reach the Scrutinizer at 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat 395002 Gujarat on or before 05.00 P.M on Tuesday, June 18, 2019.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter the results of the postal ballot would be announced by the Chairman or the Company Secretary of the Company on or before Thursday, June 20, 2019 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchange where the shares of the Company are listed and displayed along with the scrutinizer's report on the company's website viz. [www.zotahealthcare.com](http://www.zotahealthcare.com)

Members desiring to opt for Remote e-voting as per facilities arranged by the Company are requested to read the notes to the notice and the instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Resolution, if approved, will be taken as passed effectively on June 18, 2019.

#### Items of Special Business requiring consent of shareholders through Postal Ballot:

1. **Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.**

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

**"RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of directors and the Company Secretary of the Company be and are hereby authorized jointly and / or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of directors and the Company Secretary of the Company be and are hereby authorized jointly and / or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company."

2. **Appointment of M/s S. R. Somani & Co., Chartered Accountants, as Statutory Auditor of the company:.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification and re-enactments, for the time being in force) M/s S. R. Somani & Co., Chartered Accountants, having firm registration no. 110367W, be and is hereby appointed as Statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s D S M & Co.

**RESOLVED FURTHER THAT** M/s S. R. Somani & Co., Chartered Accountants, having firm registration no. 110367W shall hold office upto the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of company and they shall conduct the Statutory Audit for the financial year ended on March 31, 2019.

**RESOLVED FURTHER THAT** the Board of directors and the Company Secretary of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of Board of Directors  
For **Zota Health Care Limited**  
SD/-

**Ashvin Variya**  
**Company Secretary & Compliance Officer**

**Place:** Surat

**Date:** May 10, 2019

**Registered Office:**

ZOTA House, 2/896, Hira Modi Street,  
Sagrampura, Surat 395002, Gujarat.

**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) The Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary (Membership No. 6116, CP No. 5985), to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 3) This Notice along with the Postal Ballot Form shall be sent by post/electronic mode to those Members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on cut off date Saturday, May 11, 2019 provided by M/s Satellite Corporate Services Private Limited (RTA). A person who is not a Member on the cut-off date should accordingly treat the Postal Ballot Notice as for information purposes only. Shareholders can fill the Postal Ballot Forms and send it to Scrutinizer Mr. Ranjit Kejriwal, Practicing Company Secretary (Membership No. 6116, CP No. 5985) at 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, Surat 395002 Gujarat on or before 5.00 P.M on Tuesday, June 18, 2019.
- 4) Postal Ballot Form and prepaid business reply envelope are enclosed.
- 5) In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), 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 Saturday, May 11, 2019.
- 6) Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-Voting. However, in case Members cast their vote both by way of physical Postal Ballot Form and E-Voting, then votes cast through E-Voting shall prevail and votes cast through physical Postal Ballot Form shall be considered invalid.
- 7) A Member cannot exercise his/her vote through proxy in Postal Ballot.
- 8) Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of business hours (i.e. 5.00 p.m. IST) on Tuesday, June 18, 2019. If any Postal Ballot Form is received after close of business hours (i.e. 5.00 p.m. IST) on Tuesday, June 18, 2019, it will be considered that no reply from the Member has been received.
- 9) The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self addressed business reply envelope, at the expense of the Members will also be accepted.
- 10) 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](http://www.evotingindia.com) to reset the password.
- 11) The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer’s decision on the validity of a Postal Ballot Form will be final and binding.
- 12) Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M and 2.00 P.M to the date of declaration of the results of Postal Ballot.

**The instructions for shareholders voting electronically are as under:**

- (i) The e-voting period begins on Monday, May 20, 2019 at 09.30 a.m. (IST) and ends on Tuesday, June 18, 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 Saturday, May 11, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. In case the sequence number is less than 8 digits enter the applicable number of 0'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.
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. 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).

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

### **Item No. 1: Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.**

As all the members are kind aware that the Company is listed on the NSE EMERGE, the SME platform of the National Stock Exchange of India (NSE) w.e.f. May 10, 2017. By SME listing of two years Company has gained a good experience in terms of corporate governance practices and board procedures. On the other side business of the Company has also been increased rapidly on YoY basis. The listing of the Company has helped Company in many aspects like enhanced branding, better transparency and accountability and overall wealth creation of the stakeholders.

As per the regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with SEBI vide their circulated dated 18<sup>th</sup> May, 2010 and National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, An issuer whose specified securities are listed on a SME Platform can migrate to the Main Board after completion of two years of listing on SME platform subject to fulfillment of other Main Board listing conditions.

The Company has been listed and traded on the SME Platform of NSE (i.e. EMERGE) for more than two years and hence eligible to migrate to the Main Board of National Stock Exchange of India (NSE) as per guidelines specified by SEBI vide their circular dated 18<sup>th</sup> may, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Listing on the Main Board of National Stock Exchange Limited will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increase.

The members are therefore requested to accord their approval for the purpose of migration of the Company’s present listing from NSE SME (EMERGE) Segment to Main Board of National Stock Exchange of India (NSE) as set out in the 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 except to their shareholding, if any, in the company.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot under Section 110 of the Companies Act, 2013.

Board of Directors of the Company recommended passing resolution set out in Item No. 1 of the Notice as Special Resolution.

### **Item No. 2: Appointment of M/s S. R. Somani & Co., Chartered Accountants, as Statutory Auditor of the Company.**

M/s D S M & Co., Chartered Accountants, resigned as Statutory Auditor of the Company by stating their inability to continue as Statutory Auditor with effect from February 25, 2019.

As per the provisions of Section 139 (8) of the Companies Act, 2013 any casual vacancy in the office of auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor. To fill the casual vacancy Company had approached M/s S. R. Somani & Co., Chartered Accountants, to act as a Statutory Auditor of the Company by filled up casual vacancy caused due to resignation of M/s D S M & Co., chartered Accountants.

Accordingly, Board of Directors of the Company on recommendation of Audit Committee, in its meeting held on March 23, 2019 had filled the casual vacancy by appointing M/s S. R. Somani & Co., Chartered Accountants, having firm registration no. 110367W.

The Company has received letter from the M/s S. R. Somani & Co., Chartered Accountants, that their appointment, if made, would be within the prescribed limits under section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment under section 141 of the Companies Act, 2013.

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, in the aforesaid resolution.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot under Section 110 of the Companies Act, 2013.

Board of Directors of the Company recommended passing resolution set out in Item No. 2 of the Notice as an Ordinary Resolution.

By order of Board of Directors  
For **Zota Health Care Limited**  
SD/-

**Place:** Surat

**Date:** May 10, 2019

**Ashvin Variya**  
**Company Secretary & Compliance Officer**

### **Registered Office:**

ZOTA House, 2/896, Hira Modi Street,  
Sagrampura, Surat 395002, Gujarat.