

NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of **Ziqitza Health Care Limited** will be held on Saturday, September 29, 2018 at 4.00 p.m. at the Corporate Office of the Company at 23rd Floor, Sunshine Towers, Dadar (West), Mumbai - 400013, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt
 - a) the Audited standalone Financial Statement of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date including notes related thereto together with the reports of the Directors and Auditors thereon.
 - b) the Audited consolidated Financial Statement of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date including notes related thereto together with the report of the Auditors thereon.
2. To appoint Director in place of Mr. Premkumar Varma (DIN: 06567952), who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of appointment of Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 139, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and on the recommendation of the Audit Committee and the Board, the Members hereby ratify the appointment of M/s. Walker, Chandiook & Co. LLP (Formerly known as Walker, Chandiook & Co.), Chartered Accountants (Firm Registration No. 001076N/N500013) as statutory auditors for FY 2018-19, who were appointed as Statutory Auditors of the Company in the Twelfth Annual General Meeting to hold office for the period of 5 (Five) financial years i.e. until the conclusion of the Seventeenth Annual General Meeting of the of the Company to be held in the calendar year 2019 and the Board of Directors of the Company be authorized to fix their remuneration at a later date.”

Special Business:

- 4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

“**RESOLVED THAT** the transactions entered into with the vendors of capital and revenue goods during the financial year ended March 31, 2018 as per the list placed before the meeting, be and is hereby noted and ratified.”

- 5. Regularization of Mr. Asokan Narayana (DIN: 01348861) as a Director in the Company.**

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Section 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment or re-enactment thereof, for the time being in force), Mr. Asokan Narayana (DIN: 01348861), who was appointed as an Additional (non-executive) Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and matters as may be deemed necessary to give effect to the above Resolution.”

By order of the Board
For **Ziqitza Health Care Limited**

Sd/-
Naresh Jain
Managing Director and CEO

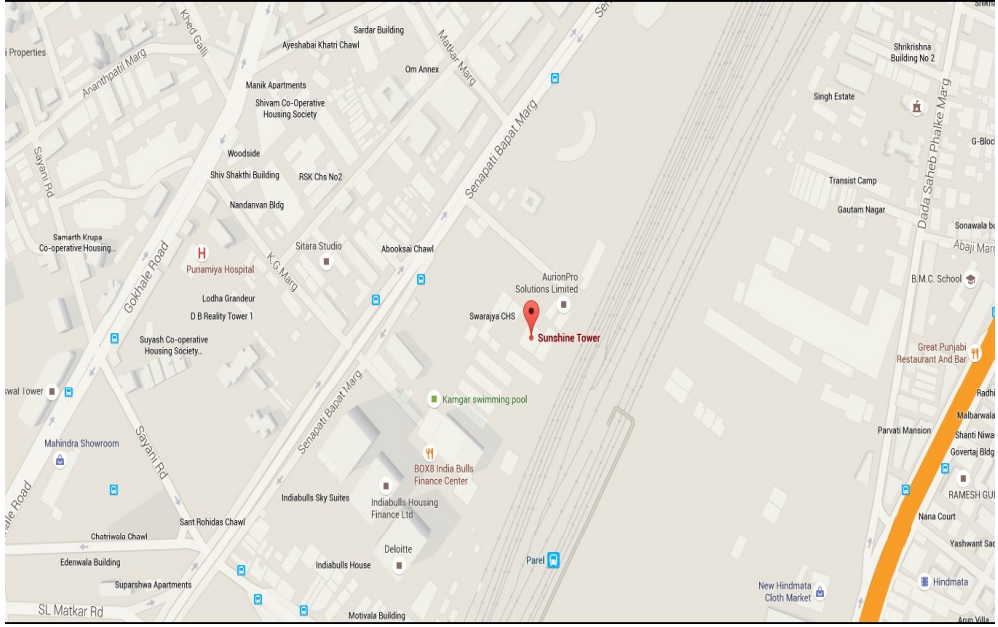
Date: 04.09.2018
Place: **Mumbai**
CIN: U85110MH2002PLC138005

NOTES:

1. A Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself and the proxy/proxies need not be a Member of the Company. The proxies, in order to be valid, must be duly completed, stamped and signed and must reach the Company’s Registered Office not less than 48 hours before the commencement 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 ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as his proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the notice is annexed hereto.
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days of the Company upto and including the date of this Annual General Meeting of the Company.
4. In compliance with the Secretarial Standard 2 issued by ICSI, details pertaining to appointment/re-appointment of Director or payment of remuneration to Directors proposed in this Annual General Meeting are annexed to the notice.
5. Members are requested to promptly notify any changes in their address/status at the Registered Office of the Company.
6. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, Members are requested to write their folio number on the attendance slip for easy identification at the meeting.
7. Members are requested to bring their copy of Annual Report at the meeting.
8. The Map of the venue of the Annual General Meeting is given below.



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

Item No.4:

During the course of business operation, every Company incurs various kinds of capital as well as revenue expenditures. Your Company has also incurred various capital and revenue expenses during the financial year ended March 31, 2018. As a good Corporate Governance practice, the Company is disclosing the details of transactions entered with top 25 vendors (Value wise) of the Company during the financial year 2017-18 and the same is available for the perusal of the members at the corporate office of the company at 23rd Floor, Sunshine Towers, Dadar (West), Mumbai – 400013 and at the Registered office of the Company.

Pursuant to Section 102 (1) of the Companies Act, 2013 it is informed that none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the resolution at item no.5 for to the Members for their approval by way of passing an Ordinary Resolution.

Item no. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on June 28, 2018 had appointed Mr. Asokan Narayana (DIN: 01348861) as an Additional (Non-Executive) Director of the Company with immediate effect.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, as an Additional (Non-Executive) Director, Mr. Asokan Narayana (DIN: 01348861), holds office till the date of this AGM and is eligible for being appointed as a Director of the Company. The Nomination and Remuneration Committee at their meeting held on September 4, 2018 recommended to the board the appointment of Mr. Asokan as a director of the Company. The Board at their meeting held on September 4, 2018 accepted the recommendation of the committee and thus, consent to the appointment of Mr. Asokan Narayana (DIN: 01348861) as a Director of the Company subject to approval of the members.

The Company has received following documents from the above proposed appointee:

- i.) Letter of Consent to act as a Director in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Director Rules, 2014 and any amendments thereof; and
- ii.) Letters of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of the Companies (Appointment and Disqualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act.

The documents are available for inspection at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their Relatives are in any way concerned or interested in the Resolution mentioned in the Item No. 6 of the notice calling this AGM, except Mr. Asokan Narayana (DIN: 01348861) himself being the resolution was related to his own appointment.

Accordingly, the resolution as set out in Item No. 6 of this Notice is commended for your approval to be passed as an Ordinary Resolution.

By order of the Board

For **Ziqitza Health Care Limited**

Sd/-

Naresh Jain

Managing Director and CEO

(DIN: 00337573)

Add- 601-602, G-5, Vastu Heights,
Sundervan Complex, Lokhandwala Road,
Andheri (West), Mumbai - 400053

Date: 04.09.2018

Place: Mumbai

Annexure to item no. 2 and 5 of the 16th AGM Notice

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Secretarial Standards-2 issued by ICSI, is given below:

Name of the Director	Mr. Premkumar Varma (DIN: 06567952)	Mr. Asokan Narayana (DIN: 01348861)
Date of Birth	November 30, 1957	May 31, 1960
Age	60 years	58 years
Nationality	Indian	Indian
Date of appointment on the Board	August 31, 2017	June 28, 2018
Qualification	Post Graduate in Commerce Certified Associate of IIB	MSc Tech, Certified Associate of IIB
Experience	29 years of Banking experience holding senior positions in SBI, Credit Lyonnais/ Calyon Bank, Diamond Trust Bank Tanzania and Doha Bank, Qatar. 5 years as CEO of Zaminta, a real estate Company engaged in land retailing.	23 years of experience as a banker in SBI the country's largest bank especially in credit. 11 years as Executive Director and CEO of Mather Group one of the leading Business Group in Kerala.
Shareholding in the Company	Nil	Nil
List of Directorships in other Companies	<ol style="list-style-type: none"> 1. Rhea Developers Private Limited 2. Kingdom Developers Private Limited 3. Zeztate Property Management Services Private Limited 4. Astoria Property Developers Private Limited 5. Megalith Builders Private Limited 6. Paladin Projects & Constructions Private Limited 7. Murgency Global Services Private Limited 8. Ziqitza Eagles Football 	<ol style="list-style-type: none"> 1. Rhea Realty Private Limite 2. T-Sanct Technologies Private Limited 3. Parxcel Consultants LLP 4. Transcend Builders Private Limited

	Club Private Limited	
Committee Membership	Audit Committee Nomination and Remuneration Committee	Nil
Terms and conditions of appointment/re-appointment	Appointed as Additional Director of the Company with effect from August 31, 2017. His office shall be liable to retire by rotation. In this AGM, he is proposed to be re-appointed as the Director liable to retire by rotation. Other details are stated in the Directors' Report.	Appointed as Additional Director of the Company with effect from June 28, 2018. His office shall be liable to retire by rotation. In this AGM, he is proposed to be appointed as the Director liable to retire by rotation. Other details are stated in the Directors' Report.
Details of remuneration drawn	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil
Relationship with Directors, Managers or other KMP	Not related to any Directors, Manager or KMP	Not related to any Directors, Manager or KMP
Number of Meeting of Board attended during the year (F.Y. 2017-2018)	3	Not Applicable