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NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF SAKAR HEALTHCARE LIMITED WILL BE HELD ON THURSDAY, AUGUST 31, 2017, AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 10/13, NR. M. N. DESAI PETROL PUMP, SARKHEJ BAVLA HIGHWAY, CHANGODAR, AHMEDABAD, GUJARAT – 382 213 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF 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 the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore and Twenty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore and Fifty Lakh only) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 30,00,000 (Thirty Lakh Shares only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the 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 Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000/- (One Crore and Fifty Lacs only) Equity Shares of Rs.10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolutions.”

2. CONVERSION OF UNSECURED LOAN TO EQUITY

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

“RESOLVED THAT pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under (‘Act’) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (‘SEBI ICDR Regulation’), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Foreign Exchange Management Act, 1999, (‘FEMA’) as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India (‘SEBI’), the Reserve Bank of India (‘RBI’), the Register of Companies (‘ROC’) and the Stock Exchange where the shares of the Company are listed (‘Stock Exchange’) and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, 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 may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches, on preferential basis (‘Preferential Issue’) to Mr. Sanjay Shah, Managing Director and Promoter (‘Proposed Allottee’) of the Company upto maximum of 12,50,000 (Twelve lacs and Fifty Thousand only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 60/- (Rupees Sixty only) per share including premium of Rs. 50/- (Rupees Fifty only) per equity share or such price not less than price to be calculated in accordance with Regulation 76 of SEBI ICDR Regulations, aggregating to Rs. 7,50,00,000 (Rupees Seven Crore and Fifty Lacs only) upon the conversion of unsecured loan outstanding as on date of the Proposed Allottee.

RESOLVED FURTHER THAT the ‘Relevant Date’ as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares arising on conversion of unsecured loan is July 31, 2017. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. August 31, 2017, which is the date of passing the resolution in accordance with Section 62(1)(c) of the Act and the applicable Rules there under.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- I. That the said Equity Shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for

such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

- II. The Equity Shares to be so allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank paripassu in all respects including dividend, with the existing Equity Shares of the Company.
- III. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to Preferential Issues.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchange as per the terms and conditions of SEBI LODR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**For and on behalf of the Board
For Sakar Healthcare Limited**

**Date: July 31, 2017
Place: Ahmedabad**

**Pratixa Seju
Company Secretary
Membership No.:A41687**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, setting out the material facts relating to Special Businesses mentioned as item no. 1 & 2 to be transacted at the Extraordinary General Meeting are annexed hereto.
2. All documents referred to in the accompanying Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Extra – Ordinary Meeting i.e. August 31, 2017. The registered Office of the Company is situated at 10/13, Nr. M. N. Desai Petrol Pump, SarkhejBavla Highway, Changodar, Ahmedabad, Gujarat – 382 213.
3. The Notice, together with the documents accompanying the same, is being sent to all the Shareholders registered post or courier or electronically by e-mail to those Shareholders who have registered their e-mail ids with the Company / registrar and share transfer agents / NSDL / CDSL), whose names appear in the register of members / list of beneficial owners as received from NSDL / CDSL as on July 28, 2017 (“cut-off date”). The Notice will be displayed on the website of the Company www.sakarhealthcare.com.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company’s Registrars and Transfer Agents i.e. Link Intime (India) Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and M/s Link Intime (India) Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime (India) Private Limited.
5. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company’s Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
6. Members are requested to :-
 - bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Extraordinary General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day proceeding the day of Extraordinary General Meeting i.e. upto August 30, 2017.
 - quote their Folios/Client ID & DP Id Number in all correspondence.

- Corporate Members are requested to send a duly certified copy of the Board Resolutions/Power of Attorney authorizing their representative to attend and vote on their behalf at the Extra-ordinary General Meeting.

7. Route Map for the location of the aforesaid meeting is enclosed.

**For and on behalf of the Board
For Sakar Healthcare Limited**

**Date: July 31, 2017
Place: Ahmedabad**

**Pratixa Seju
Company Secretary
Membership No.: A41687**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 1****INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

It is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 12,00,00,000 (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore and Twenty Lacs only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs only) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 30,00,000 (Thirty lakh only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

Consequently, it is also proposed to make appropriate alteration in the Memorandum of Association of the Company to reflect the change in Clause V of the Memorandum of Association of the Company.

The Board commends the Ordinary Resolution mentioned at Item No. 1 of the Notice, for approval of the Members.

None of the Directors, key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, except to the extent of their shareholding, in the said resolution.

ITEM NO. 2**CONVERSION OF UNSECURED LOAN TO EQUITY**

Your Company is engaged in manufacturing of Pharmaceutical products providing Liquid Orals, Cephalosporin Tablet, Capsule, Dry Powder Syrup, Dry Powder Injections, Liquid Injectables (SVP) in Ampoules and Vials & Lyophilized Injections. It is amongst sustainable pharmaceutical organization.

The Board of Directors at their meeting held on July 31, 2017, on the request letter received from Mr. Sanjay Shah (proposed allottee), Managing Director and Promoter of the Company wherein he has requested the Company either to make payment of their loan outstanding or to their loan into equity shares, has decided to convert amount due toward the unsecured loan of proposed allottee on preferential basis into the Equity Shares of the Company in view of current financial situation and liquidity position of the company.

In order to strengthen its financial position, the Company proposes to offer, issue and allot Equity Shares upto maximum of 12,50,000 (Twelve lacs and Fifty Thousand only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each in such manner and on such terms and conditions as may be deemed appropriate by the Board. The Board in its meeting held on July 31, 2017 considered and approved subject to the approval of the shareholders, issue of Equity Shares upto maximum of 12,50,000 (Twelve lacs and Fifty Thousand only) equity shares on preferential basis. In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of securities needs to be approved by the shareholders by way of a special resolution.

The proposed issue and allotment of Equity Shares on a preferential basis shall be governed by the applicable provisions of the SEBI ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

The consent of the shareholder is being sought by a Special Resolution to enable the Board to issue the Equity Shares to Mr. Sanjay Shah (Managing Director and Promoter) in accordance with the provisions of the Companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, SEBI LODR Regulations and any other applicable laws.

Details of the Issue

1. The allotment of the Equity Shares is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date (i.e. July 31, 2017). The Proposed Allottee have represented that he has not sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
2. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below:

a. The Object of the Issue through preferential offer

The members are informed that the object of the issue of the Equity Shares by way of the proposed preferential offer is to convert the outstanding amount of unsecured loans given by the Proposed Allottee to the Company so as to retain the cash reserves of the company instead of repayment of such loan. In view of current financial position of the Company and board of directors of the Company have decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company.

b. The proposal of the Promoters/Directors/Key Management Personnel of the issuer to subscribe to the offer

Mr. Sanjay Shah, Managing Director and Promoter of the Company, intends to subscribe to the Equity Shares in lieu of part of his outstanding unsecured loan amount. No shares being offered to any other Promoter and Promoter Group, Directors or Key Managerial Personnel.

The details of the promoter and the unsecured loans outstanding to the Promoter as on date are as under:

Sr. No.	Proposed Allottee	Total Amount of Unsecured Loan outstanding	Amount of unsecured loan which will be adjusted against issue of Equity Shares	No. of Shares to be Allotted
1	Mr. Sanjay Shah	Rs. 7,80,91,383	Rs. 7,50,00,000	12,50,000

c. The shareholding Pattern of the Issuer before and after the preferential issue

Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No	Category of Investors	Pre- issue*		Post- issue**	
		No. of shares held	%	No. of shares held	%
A	Promoters and Promoters Group				
1	Indians:				
	Individual				
	Aarsh Sanjay Shah	13,07,500	11.93	13,07,500	10.71
	Ayushi S Shah	1,00,000	0.91	1,00,000	0.82
	Ritaben Shah	2,45,000	2.24	2,45,000	2.01
	Sanjay S Shah	58,67,500	53.53	71,17,500	58.29
	Bodies Corporate	-	-	-	-
	Sub Total (A)	75,20,000	68.61	87,70,000	71.82
B	Non Promoters holding				
1	Institution				
i	Mutual Fund	-	-	-	-
ii	Venture Capital Funds	-	-	-	-
iii	Alternate Investment Funds	-	-	-	-
iv	Foreign Venture Capital Investors	-	-	-	-
v	Foreign Portfolio Investor	-	-	-	-
vi	Financial Institutions / Banks	-	-	-	-
vii	Insurance Companies	-	-	-	-
viii	Provident Funds / Pension Funds	-	-	-	-
ix	Any Other (Specify)	-	-	-	-
	Sub Total (B)(1)	-	-	-	-

Sr. No	Category of Investors	Pre- issue*		Post- issue**	
		No. of shares held	%	No. of shares held	%
2	Central Government / State Government(s) / President of India	-	-	-	-
	Sub Total (B)(2)	-	-	-	-
3	Non-Institutions				
a	Individual				
i	Individual Shareholders holding nominal Share Capital uptoRs. 2 Lacs	6,89,000	6.29	6,89,000	5.64
ii	Individual Shareholders holding nominal Share Capital in excess ofRs. 2 Lacs	5,22,000	4.76	5,22,000	4.27
b	NBFCs registered with RBI	-	-	-	-
c	Employee Trusts	-	-	-	-
d	Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-
e	Any Other (Specify)				
i	Trusts	-	-	-	-
ii	Hindu Undivided Family	2,07,000	1.89	2,07,000	1.70
iii	Non Resident Indians	-	-	-	-
iv	Clearing Member	27,000	0.25	27,000	0.22
v	Bodies Corporate	19,96,000	18.21	19,96,000	16.35
	Sub Total (B)(3)	34,41,000	31.39	34,41,000	28.18
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	34,41,000	31.39	34,41,000	28.18
	Grand Total	1,09,61,000	100.00	1,22,11,000	100.00

Note:

* As on July 28, 2017

**This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared

d. The Time within which preferential issue shall be completed

As required under Chapter VII of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

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

The identity of the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and the percentage of the pre and post preferential issue capital that may be held by proposed Allottee is given in the following table:

Name & PAN of Allottee	Address	Category	Natural Persons who are the ultimate beneficial owners	Pre-issue Shareholding		No. of shares to be allotted	Post-issue Shareholding	
				No. of Shares	%		No. of Shares	%
Mr. Sanjay Shah PAN – AIGPS0083H	7, Arun Society, Paldi Ahmedabad 380007	Promoter	Mr. Sanjay Shah	58,67,500	53.53	12,50,000	71,17,500	58.29

f. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the Equity Shares issued on conversion of loan in terms of the provisions of ICDR Regulations, where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed Allottee.

g. Pricing of the Preferential issue

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76(1) of the SEBI ICDR Regulations. The Equity Shares shall be allotted at a price not less than higher of the following:

- (a) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- (b) The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As per the calculations, the average of the High and low of the Volume Weighted Average Price of the Equity Shares of the Company quoted on National Stock Exchange of 26 weeks and 2 weeks of preceding the Relevant Date stands at Rs. 55.85/-and Rs. 53.07/-respectively. Hence, the SEBI determined minimum price in accordance with the Regulation 76 of SEBI ICDR is Rs. 55.85/-. However, the issue price for the proposed preferential issue has been fixed as Rs. 60/- (including premium of Rs. 50/- each) per share which is higher price than the SEBI determined minimum price.

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

The "Relevant Date" in terms of Regulation 71(a) of the SEBI ICDR Regulations for determination of minimum price is July 31, 2017, being a date which is 30 (Thirty) days prior to the date of Extraordinary General Meeting, i.e. August 31, 2017, to approve the proposed Preferential Issue, in term of Section 42 and Section 62 of the Companies Act, 2013.

i. Auditor's Certificate

A copy of the certificate from the Statutory Auditors of the Company, A. L. Thakkar & Co., Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues and will be available for inspection at the Registered Office of the Company during working hours on any working day (Except Saturday) prior to the date of Extra Ordinary General Meeting.

j. Lock-in Period

The Equity Shares issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange.

k. Basis on which the price has been arrived at along with report of the registered valuer

As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI ICDR Regulations. However, it is agreed that the issue price shall be Rs. 60/- (Rupees Sixty only) per equity share or price determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI ICDR Regulations and applicable law, whichever is higher.

l. Change in control

There shall be no change in management or control of the Company pursuant to this proposed issue.

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

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of SEBIICDR Regulations. Further, the proposed allotment of equity shares is conversion of amount of loan received by the Company from the proposed Allottee.

n. **Earlier allotment on preferential basis**

During the Financial Year 2016-17, the Company has not offered, issued and allot any Equity Shares on preferential basis to any person.

o. **Other Terms and conditions for Issue of Equity Shares**

1. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI ICDR Regulations. Due to above preferential allotment of the Equity Shares, no change in management control is contemplated. The aforesaid Allottee shall be required to comply with the relevant provisions of the SEBI ICDR Regulations.
2. The Equity Shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank paripassu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Limited (Emerge) where the Equity Shares of the Company are listed.

p. **Other Disclosures**

1. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.
2. The Board, in its meeting held on July 31, 2017 has approved the issue of Equity Shares on preferential basis to proposed Allottee in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

The Board commends the Special Resolution mentioned at Item No. 2 of the Notice, for approval of the Members.

Mr. Sanjay S. Shah, Managing Director is concerned or interested in the above Resolution as it relates to issue/allotment of Equity Shares to him as Promoter on Preferential Basis. Mr. Aarsh S. Shah and Ms. Rita S. Shah, Directors of the Company may also be treated as concerned or interested as relatives of the proposed Allottee. Except them none of the Directors, key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, except to their individual shareholding held in the Company, in the said resolution.

**For and on behalf of the Board
For Sakar Healthcare Limited**

**Date: July 31, 2017
Place: Ahmedabad**

**Pratixa Seju
Company Secretary
Membership No.: A41687**

SAKAR HEALTHCARE LIMITED
[CIN: L24231GJ2004PLC043861]
Plot No.10-13, Sarkhej-Bavla Road, Nr. M.N.Desai Petrol Pump,
Ahmedabad – 382 213,GujaratTel: 02717 – 250477, 250577

PROXY FORM - Form No. MGT -11
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

Name of Member	
Registered address	
Folio No./ DP ID / Client No.	
Email Id	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint the person named below at Sr. No. 1

Sr.No.	Name of Proxy	Address & Email Id	Signature
1			

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, August 31, 2017, at 11.00 a.m.at Plot No. 10-13, Sarkhej-Bavla Road, Nr. M.N.Desai Petrol Pump, Ahmedabad – 382 213 Gujarat – India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Vote (optional, see Note 2)	
		For	Against
1.	Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company		
2.	Conversion of Unsecured Loan to Equity		

Signed this _____ day of _____ 2017

Signature of Proxy holder(s)

Signature of Shareholder

Affix
revenue
stamp

Notes:

- The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
- It is optional to indicate your preference by tick mark. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

SAKAR HEALTHCARE LIMITED
[CIN: L24231GJ2004PLC043861]
Plot No.10-13, Sarkhej-Bavla Road, Nr. M.N.Desai Petrol Pump,
Ahmedabad – 382 213 GujaratTel: 02717 – 250477, 250577

Attendance Slip for Extra – Ordinary General Meeting

Name of the Member:

Address of the Member:

Joint Holder 1:

Joint Holder 2:

I hereby record my presence at the Extra Ordinary General Meeting of the Company on Thursday, August 31, 2017, at 11.00 a.m.at Plot No.10-13, Sarkhej-Bavla Road, Nr. M.N.Desai Petrol Pump, Ahmedabad – 382 213 Gujarat – India.

First / Sole Holder

Second Holder

Third Holder

NOTES:

1. A Member attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. Sign at appropriate place as applicable to you.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. Body Corporate / Company, who are a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company.
4. Please read the instructions printed under the Notes to the Notice of this Extra Ordinary General Meeting.

ROUTE MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING

