

GOLDCOIN HEALTH FOODS LIMITED

Reg. Office: 66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013

M.: 094267 68644

Email: goldcoinhealth@gmail.com

CIN: L15419GJ1989PLC012041



Date: 05th March, 2025

To,
The Listing Department,
Bombay Stock Exchange Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001

Scrip Code: 538542

Symbol: GOLDCOINHF

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of the Extra ordinary General Meeting of members.

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Company has issued the following communication:

1. **Date of EGM Notice:** 05th March 2025
2. **Type of Communication:** Notice of Extraordinary General Meeting (EGM)
3. **Agenda Details:**
 - To consider and approve the Scheme of Reduction of Share Capital
4. **Mode of Dispatch:** Dispatched to all eligible shareholders on 5th March 2025 and uploaded on the Company's website at <https://www.goldcoinhealthfoods.in/>
5. **Manner of Approval:** Remote e-voting and physical voting at EGM.
6. **EGM Details:**
 - **Date:** Thursday, 27th March 2025
 - **Time:** 12:00 PM
 - **Venue:** Registered Office at 66/392, Pragatinagar, Naranpura, Ahmedabad – 380013
 - **E-Voting Period:** 24th March 2025 (9:00 AM) to 26th March 2025 (5:00 PM)
 - **EVSIN:** 133275

Kindly take the above intimation on record.

Thanking You,
Yours Faithfully,

For, GoldCoin Health Foods Limited

Devang P. Shah
DIN: 00633868
Managing Director

Encl: 1) Copy of the Notice & Scheme of Reduction



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF GOLDCOIN HEALTH FOODS LIMITED WILL BE HELD ON THURSDAY, 27TH MARCH 2025 AT 12:00 PM AT THE REGISTERED OFFICE OF THE COMPANY, 66/392, PRAGATINAGAR, NARANPURA, AHMEDABAD – 380 013, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No. 1: Approval of Reduction of Share Capital

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

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 66 of the Companies Act, 2013, read with Rule 2 of the Companies (Reduction of Share Capital) Rules, 2016, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications, amendments, or re-enactments thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of the National Company Law Tribunal ("NCLT") and such other regulatory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded for the reduction of the paid-up share capital of the Company as set out in the Scheme of Reduction of Share Capital ("Scheme") placed before the meeting and duly initialed by the Managing Director for the purpose of identification."

"RESOLVED FURTHER THAT the reduction of share capital is proposed in order to restructure and optimize the financial position of the Company by eliminating accumulated losses and consolidating its share capital, thereby enabling long-term operational and financial stability."

"RESOLVED FURTHER THAT upon the Scheme becoming effective:

1. The issued, subscribed, and paid-up share capital of the Company shall be reduced and consolidated as per the terms of the approved Scheme.
2. The capital reduction shall not involve any cash outflow or payout to Members.
3. The necessary accounting adjustments shall be made in the books of accounts to reflect the impact of the reduction."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file a certified copy of this resolution, necessary forms, applications, and other documents related to this resolution with the Registrar of Companies (ROC), NCLT, MCA, and any other regulatory authority as may be required, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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By Order of the Board

For, GoldCoin Health Foods Limited

A handwritten signature in blue ink, appearing to read 'Devang P. Shah'.

Devang P. Shah

Managing Director

DIN: 00633868

Date: 05-03-2025

Place: Ahmedabad

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IMPORTANT NOTES:

1. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
3. Members are requested to intimate about the change in address, if any.
4. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the company can be transferred/traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.
5. Members may note that the copy of the Notice of EGM is also available on the website of the Company.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. National Securities Depository Limited (NDSL) on resolution set forth in this Notice.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – M/s. Accurate Securities & Registry Private Limited, 203, Shangrila Arcade, Above Samsung Showroom, Nr. Shyamal Cross Road, Satellite, Ahmedabad – 380 015, Gujarat, India or email at accurate-rta@gmail.com
8. Members who have not registered their e-mail ID's are requested to register their e-mail ID's with their respective Depository Participants (DPs). Alternatively, the members may also contact the R & T Agents at the email address accurate-rta@gmail.com or the Company at the email address goldcoinhealth@gmail.com to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote their Client ID number

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with DP ID on all correspondence with the Company as the case may be. International Securities Identification Number given to your Company is INE634J01019.

9. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
10. Notice of the Extra Ordinary General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
11. A route map showing direction to reach the venue of the Extra Ordinary General meeting is provided at the end of the notice.
12. Electronic Copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the company/Depository participants for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
13. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website <https://www.goldcoinhealthfoods.in/> for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for a-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: <https://www.goldcoinhealthfoods.in/>
14. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
15. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt out, are

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requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://accuratesecurities.com/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

16. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be made available for inspection. Members who seek inspection may write to us at goldcoinhealth@gmail.com
17. Members holding shares in the physical form are advised to complete KYC in the prescribed form no. ISR-1 to communicate the particulars of their PAN, bank account, change of postal address, email id, mobile number and nomination to our RTA i.e., Accurate Securities & Registry Private Limited, 203, Shangrila Arcade, Above Samsung Showroom, Nr. Shyamal Cross Road, Satellite, Ahmedabad – 380 015. Or the Secretarial Department of the Company otherwise folio shall be frozen by the RTA. The shareholders can access the prescribed form for KYC of their folio via the link <https://accuratesecurities.com/kyc-downloads.html>.
18. M/s. Vishal Mehta & Co., Practicing Company Secretary, (COP 15270), Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The scrutinizer shall within a period of not exceeding Two working days from the conclusion of the e voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by the Chairman.
20. The results of the e-voting along with the scrutinizer's report shall be placed on company's website at <https://www.goldcoinhealthfoods.in/> within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
21. The SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 24th March 2025, at 09:00 A.M. and ends on Wednesday, 26th March 2025 at 5:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 20th March 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 20th March 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period if you are 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 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

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	<p>home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div> App Store  Google Play</div> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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. 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click

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	<p>on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the

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email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period. The EVSN for the company is 133275.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvishalmehta.1985@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), and AADHAR (self attested scanned copy of Aadhar Card) by email to goldcoinhealth@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to goldcoinhealth@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

ITEM NO. 1:

The Board of Directors of GoldCoin Health Foods Limited (“the Company”), at its meeting held on 6th February 2025, approved the Scheme for Reduction of Share Capital in accordance with Section 66 of the Companies Act, 2013 and Rule 2 of the Companies (Reduction of Share Capital) Rules, 2016. The proposed reduction of share capital is intended to eliminate accumulated losses, optimize the capital structure, and strengthen the Company’s financial position. By restructuring the share capital, the Company aims to enhance operational efficiency and improve overall financial stability.

In accordance with Section 66(1)(b) of the Companies Act, 2013, the Company is undertaking this capital reduction to cancel its paid-up share capital that has been unrepresented by available assets. This will allow the Company to reflect its true financial position and effectively restructure its balance sheet.

The reduction of share capital will be effected through appropriate accounting adjustments and will not involve any cash outflow or payout to shareholders. This process is solely undertaken to improve the Company’s financial position and capital efficiency without impacting the rights or interests of shareholders. The reduction will not result in any change in the shareholding pattern or voting rights of members.

Pursuant to Section 66 of the Companies Act, 2013, the proposed reduction of share capital requires approval by way of a Special Resolution passed by the Members of the Company at this Extraordinary General Meeting (EGM). Upon receiving shareholders’ approval, the Company will seek confirmation from the National Company Law Tribunal (NCLT), following which the reduction will be given effect. The Company will also comply with all statutory requirements, including filings with the Ministry of Corporate Affairs (MCA) and Registrar of Companies (ROC). If required, notices and disclosures will be published for creditors and other authorities as per applicable rules. Further, necessary intimations will be made to the Stock Exchange(s) in compliance with SEBI (LODR) Regulations, 2015.

The proposed reduction of share capital will have no adverse impact on the Company’s financial position or its ability to meet its obligations towards creditors. The Company will continue to operate as a going concern, and all liabilities will be honored in the normal course of business. If required, notices will be issued to creditors in accordance with the provisions of the Companies Act, 2013 and the National Company Law Tribunal (NCLT) Rules.

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Further, the capital reduction will not result in any changes to the employment terms, remuneration, or benefits of employees. The day-to-day business operations of the Company will remain unaffected, and the proposed restructuring will not have any impact on its operational continuity or growth plans.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives have any material financial interest in the proposed capital reduction, except to the extent of their respective shareholding in the Company.

The Board of Directors, having considered all aspects of the proposed capital reduction, believes that it is in the best interest of the Company and its Members and accordingly recommends passing the Special Resolution as set out in Item No. 1 of this Notice.

**By Order of the Board
For, GoldCoin Health Foods Limited**

A handwritten signature in blue ink, appearing to read 'Devang P. Shah', is positioned below the text 'For, GoldCoin Health Foods Limited'.

**Devang P. Shah
Managing Director
DIN: 00633868**

**Date: 05-03-2025
Place: Ahmedabad**

GOLDCOIN HEALTH FOODS LIMITED

Reg. Office: 66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013

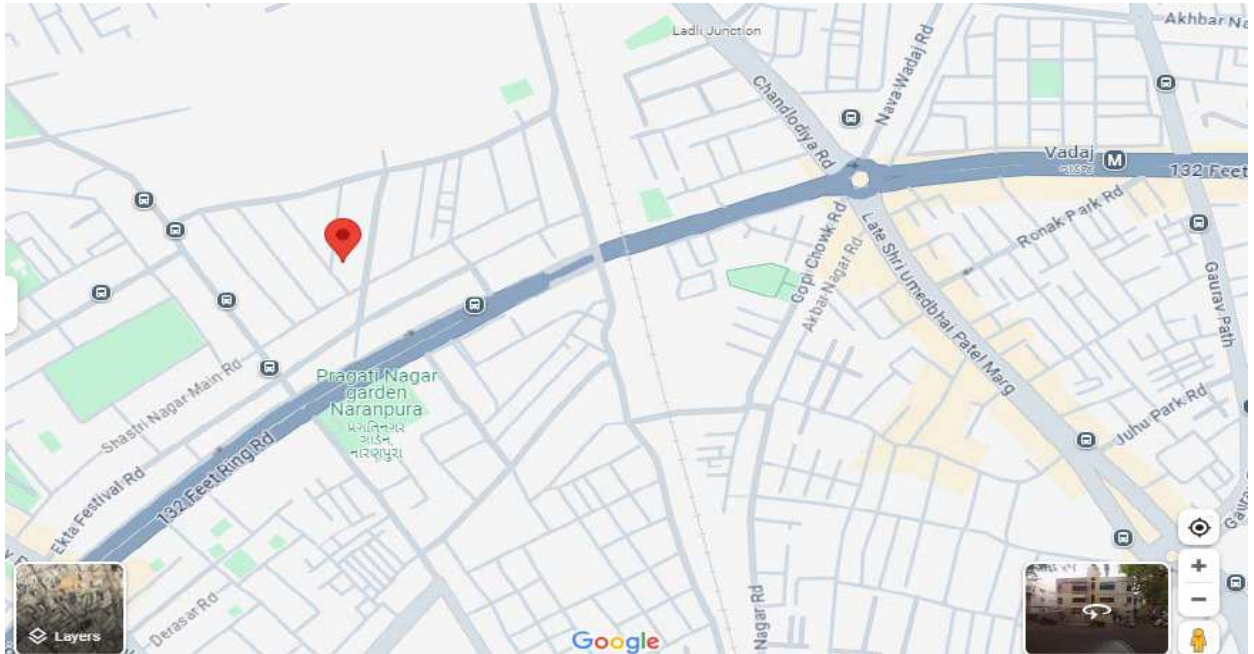
M.: 094267 68644

Email: goldcoinhealth@gmail.com

CIN: L15419GJ1989PLC012041



ROUTE MAP FOR THE EXTRA ORDINARY GENERAL MEETING





FORM No. 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 : L15419GJ1989PLC012041
Name of the company : GOLDCOIN HEALTH FOODS LIMITED
Registered office : 66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013

Name of the member(s) Registered address E-Mail 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 : _____

Or failing him

2. Name :
Address :
E-Mail ID :

Signature : _____

Or failing him

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 the **THURSDAY, 27TH MARCH 2025 AT 12:00 PM AT THE REGISTERED OFFICE OF THE COMPANY, 66/392, PRAGATINAGAR, NARANPURA, AHMEDABAD – 380 013** and at any adjournment thereof in respect of such resolutions as are indicated below:

GOLDCOIN HEALTH FOODS LIMITED

Reg. Office: 66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013

M.: 094267 68644

Email: goldcoinhealth@gmail.com

CIN: L15419GJ1989PLC012041



Resolution No.

1. Approval of Reduction of Share Capital.

Signature of Shareholder

**Affix
revenue
Stamp**

Signature of Proxy holder(s)

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.



ATTENDANCE SLIP

Regd. Folio No.....

**DPID.....

**Client ID.....

Extra Ordinary General Meeting – 27.03.2025

I certify that I am a member/proxy for the Member of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company held on 27th March, 2025 at 66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013.

*Member's/Proxy's Name in Block Letter

*Member's/Proxy Signature

NOTE:

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.

* Strike out whichever is not applicable.

** Applicable only in case of investors holding shares in Electronic Form.

GOLDCOIN HEALTH FOODS LIMITED

Reg. Office: 66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013

M.: 094267 68644

Email: goldcoinhealth@gmail.com

CIN: L15419GJ1989PLC012041



Registered Post

To,



If undelivered, please return to:

GOLDCOIN HEALTH FOODS LIMITED

66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013

CIN: L15419GJ1989PLC012041

Website: <https://www.goldcoinhealthfoods.in/>

Phone: +91-094267 68644

E-mail Id.: goldcoinhealth@gmail.com

**SCHEME OF REDUCTION OF CAPITAL
BETWEEN
GOLD COIN HEALTH FOODS LIMITED
AND
ITS
SHAREHOLDERS**

**[UNDER SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES
ACT 2013 AS AMENDED]**

(A) PREAMBLE

This Scheme of Reduction ("Scheme") provides for reduction and consolidation of the capital of Gold Coin Health Foods Ltd pursuant to the provisions of Sections 66 and other applicable provisions of the Companies Act, 2013 ("the Act"). This Scheme also provides for various other matters consequential thereto or otherwise integrally connected therewith.

(B) DESCRIPTION OF THE COMPANY

Gold Coin Health Foods Ltd, (herein after referred to as 'the company') was incorporated on march 27th, 1989, under the companies act, 1956 (herein after referred to as 'the act') under the name of GoldCoin foods product pvt ltd., which was changed to GoldCoin foods product ltd., after passing necessary resolution under section 21/ 31/ 41 of the act, on march 2nd, 1995. Subsequently the name was changed to GoldCoin health foods limited, by virtue of section 21/31/44 on April 3rd, 1995.

Further the Company is having its registered office at 66/392, Pragati Nagar, Naranpura, Ahmedabad, Gujarat, India, 380013 and is engaged in the business as:

Manufacturers, producers, buyers, traders, sellers, importers and exporters, consultants, in preservation, dehydration, caning, drying, freezing and other canning in fruits and vegetables, milk and milk products, Bakery & other confectionary items and also engage in research in bakery products and confectionary items to improve quality for commercial production.

As on 31st march 2024, the Company has a Paid-Up share Capital of Rs.3,00,09,000 divided into 30,00,900 equity shares of Re. 10/- each fully paid up.

As per last audited balance sheet as at 31st March, 2024, the Company has an accumulated loss of Rs. 1,86,08,490.

The Board of directors of the Company propose to reduce share capital in accordance with Sections 66, and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder "the Rules") (including any statutory modification(s) or re-enactment(s) hereof for the time being in force) to reflects its assets and liabilities at their real value and maximize its business value.



(C) PARTS OF THE SCHEME

The Scheme is divided into the following parts:

1. **PART I** deals with the definitions of capitalized terms used in the Scheme, the details of the share capital & financial performance of the company and date of taking effect and implementation of this Scheme;
2. **PART II** deal with rationale for the Scheme;
3. **PART III** deals with reduction and Consolidation of capital of the Company; and
4. **PART IV** deals with the general terms and conditions applicable to the Scheme.

PART I **DEFINITIONS AND SHARE CAPITAL**

1. DEFINITIONS

In this scheme unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- (A) '**Act**' means the Companies Act, 2013.
- (B) "**Appropriate Authority**" means any government, statutory, regulatory, departmental or public body or authority within the state of Gujarat, including Registrar of Companies, NCLT of Ahmedabad.
- (C) '**Board**' means Board of Directors of the Company, as the case may be.
- (D) '**Company**' means "Gold Coin Health Foods Limited" incorporated on March 27th, 1989, under the companies act, 1956 having Corporate Identity number L15419GJ1989PLC01204.
- (E) "**Effective date**" means the last date of the following dates or such other, dates as the Company may decide namely:
The date on which certified copy of the Order Hon'ble NCLT of jurisdiction of Ahmedabad sanctioning this scheme is/ are filed with the Registrar of Companies, or the date on which last of the consent's approvals / sanctions and / or orders of this scheme have been obtained whichever is later.
- (F) '**Record Date**' means the date (s) to be decided by the Board of Director or a Committee for a purpose of giving effect to the orders of the Hon'ble NCLT sanctioning the scheme.
- (G) "**Registrar of Companies**" means the relevant jurisdictional Registrar of Companies having jurisdiction over the Company;



(H) **'This Scheme'** or 'The Scheme' or 'Scheme' means this Scheme of Reduction of Capital as provided here in its present form or it such alterations / modifications as may be approved or imposed or directed by the any of the Regulatory Authorities and may be approved by Hon'ble NCLT of jurisdiction of Ahmedabad.

(I) **'NCLT'** means the National Company law Tribunal, Ahmedabad.

(J) **'Equity Shares'** means fully paid-up equity shares of Re. 10/- each issued by the Company till the effective date and post effective date.

(K) **'Shareholders'** means a person holding equity shares, who is registered as a member in the Register of members of the Company.

(L) **'Stock Exchange'** means the Bombay Stock Exchanges on which the shares of the Company are listed.

All terms and words not defined in the scheme shall, unless repugnant or contrary to the context or meaning thereof have the same meaning as prescribed to them under the Act, Securities Contract Regulation Act, 1956, Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, Listing Agreement, SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and other applicable laws, rules, regulations, bye laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

2. SHARE CAPITAL AND FINANCIAL PERFORMANCE OF THE COMPANY

2.1. The share capital of the Company as on **31st March, 2024** is as follows;

Authorized Share Capital	Amt. in Rs. As on 31.03.2024
32,00,000 Equity shares of Rs. 10/- each	3,20,00,000
Issued Share Capital	
30,00,900 Equity shares of Rs. 10/- each	3,00,09,000
Subscribed and fully Paid-up Shares Capital	
30,00,900 Equity shares of Rs. 10/- each	3,00,09,000

*The Company has not increased or issued any further capital since **March 31, 2024**, up to the date of submission of this Scheme. The authorized and issued capital remains unchanged during this period."



2.2 As per Audited Financial Statement as on **31st March, 2024** of the Company the financial are summarized as under:

Particulars	(Amount in Thousand) as on 31.03.2024
Paid up capital	30009.00
Reserves & surplus	
A. General reserve	0.00
B. Capital reserve	1763.00
C. Securities premium	0.00
Unsecured loans	2639.60
Current liabilities	4198.15
Current assets	8881.86
Non-current assets	9383.49
Non-current liabilities	2666.70
Total revenue	451.48
Total expenditure	3632.62
Profit/Loss of the year	(3211.30)
Accumulated losses	(18608.49)

3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

This Scheme, shall become effective and operative from the Effective Date.



PART - II

4. RATIONAL FOR THE SCHEME

- 4.1 The reduction of share capital would cause the balance sheet to bring in true and fair representation of the Company by the available assets of the Company and reflect the real financial position of the Company.
- 4.2 The reduction of share capital does not involve any cash outflow as the face value of the shares is being reduced from Rs.10 to Rs.5 per share, which will be used to offset the accumulated losses, thereby improving the company's balance sheet.
- 4.3 The reduction of share capital will improve the company's financial position by eliminating accumulated losses, thereby positioning the company for future growth. As the company's financials improve, shareholders may benefit from the improved financial health through potential rewards such as dividends or capital appreciation.
- 4.4 The scheme does not involve any conveyance or transfer of any property and consequently, the order of the Hon'ble NCLT of Ahmedabad approving the scheme will not attract any stamp duty under the Gujarat Stamp Act or Indian Stamp Act in this regard.
- 4.5 The proposed scheme, if approved, would not, in any manner, be prejudicial to the interest of the members or creditors of the Company. The Scheme will not affect the ability of the Company to honour its commitments or pay its debts. Accordingly, the proposed Scheme would not, in any, way adversely affect the Company in its ordinary course of business or its shareholders or creditors.
- 4.6 The reduction and Consolidation thereafter of share capital will enable the Company to simplify its capital structure, resulting in a more efficient and manageable shareholding base, which is essential for positioning the Company for sustainable future growth.



PART III

5. REDUCTION AND CONSOLIDATION OF CAPITAL OF THE COMPANY

- 5.1 Notwithstanding anything to the contrary contained in Section 66 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Article 36 of the Articles of Association of the Company, the reduction of share capital of the Company shall be effected as an integral part of this Scheme.
- 5.2 The Issued, subscribed, and paid-up Capital of the Company shall be reduced to the extent of the Rs. 1,50,04,500 - and Accumulated losses amount shall be reduced by Rs. 1,50,04,500/-
- 5.3 Upon the coming into effect of the scheme, the share capital of the company will be reduced and reorganized the paid-up share capital of the company from Rs. 3,00,09,000/ divided into 30,00,900 equity shares of Re. 10/- each to Rs. 1,50,04,500/- divided into 30,00,900 equity shares of Re. 5/- each and the paid-up share capital, securities premium of the company shall stand as follows:
- Paid up Share Capital - 1, 50, 04,500
Securities Premium Account - Nil
Capital Reserve 7163.00
General Reserve - Nil
Accumulated Losses - 1, 11, 67,590/-
- 5.4 On the scheme becoming effective, the equity shareholders holding 1 equity shares of Re. 10/- each shall hold 1 equity share of Re 5 each and no fractional shares will be issued to the shareholders. This will further reorganize the paid-up share capital of the company from Rs. 3,00,09,000, divided into 30,00,900 equity shares of Rs. 10 each, fully paid-up. to Rs. 1,50,04,500/- divided into 30,00,900 equity shares of Re. 5/- each.
- 5.5 Pursuant to the Scheme, there is no outflow of/ payout of funds from the Company and hence, the interest of the shareholders/ creditors is not adversely affected. For the removal of doubt, it is expressly recorded and clarified that the Scheme shall not in any manner involve distribution of capital reserves or revenue reserves and shall be in accordance with the accounting standards prescribed under provisions of Section 133 of the Act.
- 5.6 Upon approval and effectiveness of the Scheme, shareholders who are holding shares in physical form as of the Record Date will have their shares credited to their respective Demat accounts, provided they have already opened a Demat account with a Depository Participant (DP) prior to the Scheme becoming effective.



For shareholders who have not opened a Demat account as of the effective date of the Scheme, their shares will be transferred to an escrow account opened by the Company.

These shares will remain in the escrow account until such time that the shareholder opens a Demat account and requests the transfer of shares to their Demat account, subject to compliance with all relevant formalities.

The calculation of revised structure of the paid-up share capital of the Company shall be as under:

Sr.	Particulars	No. of shares	Paid up value per share	Face Value	Total value
1.	Before Reduction	30,00,900	10	10	3,00,09,000
2.	After Reduction	30,00,900	5	5	1,50,04,500

The shareholding pattern of the Company, upon the approval of the scheme shall be in the following manner:

Particular	Shareholding prior to the scheme of reduction	% of total shareholding	shareholding after reduction of capital	% of total Shareholding
Promoter	11,79,675	39.31	11,79,675	39.31
Public	18,21,225	60.69	18,21,225	60.69
Total	30,00,900	100.00	30,00,900	100.00

*After the reduction, the shareholding pattern will be the same in terms of the **number of shares** but with a reduced face value of Rs. 5 each.

5.7 Further, upon the reduction of the share capital as outlined in this Scheme, the equity shareholders who are holding **2 equity shares of Rs. 5/- each** will be entitled to **1 equity share of Rs. 10/- each**. This will result in the Consolidation of the Company's paid-up share capital as follows:

- The total number of equity shares will be reduced to 15, 00,450 equity shares of Rs. 10/- each, in place of the previous 30,00,900 equity shares of Rs. 5/- each.
- This adjustment will be made in a manner that the shareholding proportion of existing shareholders remains consistent, and the conversion ratio will be 2 shares of Rs. 5/- each for every 1 share of Rs. 10/- each.
- There will be no issuance of fractional shares, and the shares will be rounded off accordingly.



The calculation of the revised structure of the paid-up share capital of the Company shall be as under:

Revised Capital Structure:

Particulars	No. of Shares	Paid-Up Value per Share	Total Value
Pre- Consolidation	30,00,900	Rs. 5	Rs. 1,50,04,500
Post-Consolidation	15,00,450	Rs. 10	Rs. 1,50,04,500

The shareholding pattern shall be adjusted as per the Consolidation of **2 shares of Rs. 5/- each** into **1 share of Rs. 10/- each**, reducing the total number of shares to **15,00,450** without affecting the overall ownership proportions, which will remain consistent before and after the reduction.

6. ACCOUNTING TREATMENT

- a) The Company shall comply with all relevant accounting policies and accounting standards, as prescribed under the provisions of the Companies Act, 2013 and applicable regulations, in relation to the reduction of capital and the writing off of accumulated losses.
- b) The Share capital amount to the extent of 1,50,00,000 will be utilized to write off the losses. The company will pass appropriate entries for all notional adjustment in prudent and commercially acceptable manner.



PART IV
GENERAL TERMS & CONDITIONS

The Scheme confirms that it complies with all applicable rules, regulations, guidelines, circulars, and directions issued by the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Board of India Act, 1992, and the Securities Contracts (Regulation) Act, 1956, as amended from time to time. Additionally, the Scheme shall be in accordance with Section 66 of the Companies Act, 2013 & rules made thereunder.

7. IMPACT OF THE SCHEME ON EMPLOYEES AND WORKERS

If approved the reduction shall not have any impact on the employees / workers of the company and generally they may be benefited since true financial position of the company would be improved and made clear.

8. IMPACT OF THE SCHEME ON CREDITORS

The reduction of the Company's share capital, involving the reduction of the face value of the equity shares from Rs. 10 to Rs. 5, shall not have any adverse impact on the creditors of the Company. The reduction is being carried out solely to adjust the accumulated losses of the Company and does not result in any reduction in the overall liabilities of the Company. Accordingly, the rights, claims, and interests of the creditors shall remain unaffected by the Scheme. The Company confirms that all creditors' dues shall be settled in the ordinary course of business, and no payments or outflows to creditors are anticipated as a result of the capital reduction process.

9. LEGAL PROCEEDINGS

As of the date of submission of this Scheme, there are no pending legal or other proceedings by or against the Company. In the event that any such proceedings arise before & after the effective date, relating to the Company's property, rights, powers, liabilities, debts, obligations, or duties, they shall be continued and enforced by or against the Company, as the case may be. The Company shall be responsible for defending and addressing any such future proceedings in accordance with applicable laws.

10. COMPLIANCE

- a) The consent of the members of the Company to this Scheme shall be taken through a special resolution as required under the provisions of Section 66 of the Companies Act, 2013.
- b) The Scheme, if sanctioned, shall be in compliance with Securities and Exchange Board of India ("SEBI") Act, and the Rules and Regulations.



- c) The Company, being listed exclusively on Bombay Stock Exchange Limited (BSE), will comply with all formalities required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, & Circulars issued by SEBI, including seeking approval from BSE Ltd. and coordinating with SEBI for the clearance of the Scheme of Reduction of Share Capital, in accordance with Regulation 37 of the aforementioned regulations.

11. ENFORCEMENT OF CONTRACTS DEEDS AND BONDS

- a) save and except as expressly provided in this scheme, nothing contained in the scheme shall affect any contract, deed, bond, agreement and any other instrument of whatsoever nature to which the company is a party and which is subsisting or having effect on or immediately before the 'Effective Date' and shall remain in full force and effect against or in favour of the company and may be enforced fully and effectively.
- b) The Scheme shall not affect, in any manner, the rights and interest of creditors and employees of the company.

12. APPLICATION TO NCLT

The company shall, with all reasonable dispatch, make application under Section 66 read with National Company Law Tribunal (Procedure for reduction of share capital of the company) Rules 2016 and any other provisions applicable for sanction of this scheme under the provisions of the Act.

13. MODIFICATION / AMENDMENTS OF THE SCHEME

The Company by its Board may assent to any modification(s) or Amendment(s) including withdrawal / termination to this Scheme or to any conditions or limitations that NCLT and / or any Appropriate Authority under law may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the board. The Board be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions of law or otherwise, whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the scheme and / or any matter concerned or connected therewith.

14. COMPLIANCE WITH TAX LAWS

The Scheme is in compliance with the applicable Tax Laws. Upon the Scheme becoming effective, the Company shall continue to pay Taxes in accordance with and subject to applicable law.



15. CONDITIONALITY OF THE SCHEME

The scheme is conditional upon and subject to:

- a. The scheme being agreed to by the respective requisite majorities of members of the company as required under the Act and the requisite sanction and orders of the Hon'ble NCLT of Judicature at Ahmedabad or of such other authority having jurisdiction under law being obtained.
- b. obtaining no-objection letter from the Stock Exchange in relation to the Scheme under Regulation 37 of the SEBI LODR Regulations;
- c. The requisite sanctions and approvals including but not limited to in principal approvals, sanctions of any governmental authority as may be required by law in respect of this scheme being obtained; and
- d. The certified copy of the above order of the Hon'ble NCLT of Judicature at Ahmedabad sanctioning this scheme being filed with the Registrar of Companies, Ahmedabad and other regulatory body as per the requirement.

16. COST, CHARGES AND EXPENSES

All present and future costs, charges, levies, duties and expenses in relation or in connection with or incidental to the scheme or the implementation thereof shall be borne by the Company and all of the above costs (including stamp duty, if any) shall be treated as costs relating to the scheme.

17. EFFECT OF NON-RECEIPT OF APPROVAL SANCTIONS

- a) In the event of this scheme failing to take effect finally this scheme shall become null and void and in that event no rights and liabilities what so ever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person.
- b) If any part of this scheme hereof is invalid, ruled illegal by any court of competent jurisdiction or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the scheme and the scheme shall not be affected thereby, unless the deletion of such part shall cause this scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the scheme, as will best preserve for the parties the benefits and obligations of the scheme including but not limited to such part.

