zota®

October 02, 2021

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Scrutinizer's Report and Voting Results for the Annual General Meeting (AGM) of the Company held on Thursday, September 30, 2021

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we, Zota Health Care Limited (the "Company") are enclosing herewith voting results of the Annual General Meeting of the Company which was held on Thursday, September 30, 2021 at 11:00 A.M. through Video Conferencing/ Other Audio Visual Means on the National Securities Depository Limited (NSDL) virtual platform.

Further, the Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretaries, as a Scrutinizer for the purpose of conducting the remote e-voting and e-voting during the AGM in a fair and transparent manner. The copy of the Scrutinizer's Report received from him is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the AGM have been duly approved by the shareholders with requisite majority.

The aforesaid voting result of the AGM along with Scrutinizer's Report is placed on the website of the Company i.e. at www.zotahealthcare.com and is also place at the registered office of the Company for shareholders information.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

Ashvin Variya
(Company Secretary & Compliance Officer)
Place: Surat
Encl: a/a

ZOTA HEALTHCARE LTD.

Registered Office :
Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat - 395 002 | Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web : www.zotahealthcare.com

Plant :
Plot no. 169, Surat Special Economic Zone,
Nr. Sachin Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122

CIN : L24231GJ2000PLC038352

ZOTA HEALTH CARE LIMITED

Voting Results - ANNUAL GENERAL MEETING (AGM)

[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Date of the AGM	30-09-2021
Total number of shareholders on record date	7080
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	27
Public	23

Resolution No. 1: To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17138387	9476101	55.29	9476101	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17138387	9476101	55.29	9476101	0	100	0
Public - Institutions	E-Voting	4100	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	4100	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8017840	173504	2.16	173504	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8017840	173504	2.16	173504	0	100.00	0.00
Total		25160327	9649605	38.35	9649605	0	100.00	0.00

Resolution No. 2: Declaration of final dividend on equity shares @10% i.e. Re. 1/- per Equity share for the financial year 2020-21

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17138387	9476101	55.29	9476101	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17138387	9476101	55.29	9476101	0	100	0
Public - Institutions	E-Voting	4100	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	4100	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8017840	173504	2.16	173504	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8017840	173504	2.16	173504	0	100.00	0.00
Total		25160327	9649605	38.35	9649605	0	100.00	0.00

Resolution No. 3: To appoint a Director in place of Mr. Kamlesh Rajanikant Zota, Whole-time Director (DIN- 00822705), who retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17138387	8952261	52.24	8952261	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17138387	8952261	52.24	8952261	0	100	0
Public - Institutions	E-Voting	4100	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	4100	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8017840	173504	2.16	173504	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8017840	173504	2.16	173504	0	100.00	0.00
Total		25160327	9125765	36.27	9125765	0	100.00	0.00

Resolution No. 4:To Re-appoint Mr. Moxesh Ketanbhai Zota (DIN:07625219) as the Managing Director of the Company								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17138387	8952261	52.24	8952261	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17138387	8952261	52.24	8952261	0	100	0
Public - Institutions	E-Voting	4100	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	4100	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8017840	173504	2.16	173422	82	99.95	0.05
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8017840	173504	2.16	173422	82	99.95	0.05
Total		25160327	9125765	36.27	9125683	82	99.999	0.001

Resolution No. 5: To Re-appoint Mrs. Varshabahen Gaurang Mehta (DIN: 07611561) as a Non-Executive Independent Director of the Company								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17138387	9476101	55.29	9476101	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17138387	9476101	55.29	9476101	0	100	0
Public - Institutions	E-Voting	4100	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	4100	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8017840	173504	2.16	173504	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8017840	173504	2.16	173504	0	100.00	0.00
Total		25160327	9649605	38.35	9649605	0	100.00	0.00

Resolution No. 6: To approve related party transaction of the Company								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17138387	8952261	52.24	10130	0	0.11	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17138387	8952261	52.24	10130	0	0.11	0
Public - Institutions	E-Voting	4100	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	4100	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8017840	173504	2.16	173504	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8017840	173504	2.16	173504	0	100.00	0.00
Total		25160327	9125765	36.27	183634	0	2.012	0.00

ZOTA HEALTHCARE LTD.

RANJIT KEJRIWAL
Company Secretaries & Registered Valuer (SFA)

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Of 21st Annual General Meeting of the members of
Zota Health Care Limited
CIN: L24231GJ2000PLC038352
held on 30th September, 2021
through Video Conferencing (VC) or Other Audio Visual Means (OAVM),
At 11.00 A.M.

Dear Sir,

Sub.: Scrutinizer's report on E voting

1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Zota Health Care Limited for the purpose of scrutinizing the remote e-voting process along with e-voting process during the AGM and ascertaining the requisite majority on remote e-voting / e-voting process during the AGM carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the members of the company, held at 11.00 AM. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Thursday, 30th day of September, 2021.

2. At the 21st AGM of the Company held on 30th day of September, 2021, the Company has also provided facility for e-voting process during the AGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.

3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting during the AGM conducted for the resolutions contained in the Notice to the 21st AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.

RANJIT KEJRIWAL * SURAT * COMPANY SECRETARY

1, Aastha, Hira Modi Sheri, Ring Road, Surat-395 002. I 0261-2331123 I rbksurat@gmail.com
202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. I 022-49737235 I csrbkmumbai@gmail.com
ADVISORY I AUDIT I TAX I GST I CORPORATE LAWS I IPO I LOAN I RESTRUCTURING I VALUATION I
NCLT I INSOLVENCY I COST ACCOUNTING I BUSINESS MANAGEMENT

4. Further to the above, I submit my reports as under:
   i. The e-voting period was from 27th September, 2021 at 9.00 a.m. to 29th September, 2021 at 5.00 p.m.
   ii. The members of the Company as on the "cut-off" date i.e. 23rd September, 2021 were entitled to vote on the resolutions (item No. 01 to 06 as set out in the notice of the 21st AGM of the Company).
   iii. The votes cast were unblocked on 30th September, 2021 at 5.10 p.m. in the presence of 2 (Two) witnesses namely **Ms. Purvi Jain** and **Mr. Pioush Tiwari** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Purvi

Name: **Ms. Purvi Jain**

Name: **Mr. Pioush Tiwari**

   iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com/..
   v. The combined result of remote e-voting and e-voting during AGM is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

"RESOLVED THAT the Standalone and Consolidated Balance sheet as on 31st March, 2021, Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with Auditors Report and Directors Report be and are hereby considered and adopted."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	36	9501741	36	9501741	0	0	0	0
E-Voting at AGM	7	147864	7	147864	0	0	0	0
Total	43	9649605	43	9649605	0	0	0	0

This resolution is passed with requisite majority as an Ordinary Resolution.

RANJIT AGRAWAL SWARAT COMPANY SECRETARY

RESOLUTION NO. 2:

DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES @10% I.E. RE.1/- PER EQUITY SHARE FOR THE FINANCIAL YEAR 2020-21.

"RESOLVED THAT pursuant to the recommendation of Board of Directors, divided @ 10% i.e. Re. 1/- per equity share on equity share capital of the Company be and is hereby declared out of accumulated profits of the Company for the year ended 31st March, 2021."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	36	9501741	36	9501741	0	0	0	0
E-Voting at AGM	7	147864	7	147864	0	0	0	0
Total	43	9649605	43	9649605	0	0	0	0

This resolution is passed with requisite majority as an Ordinary Resolution.

RESOLUTION NO. 3:

TO APPOINT A DIRECTOR IN PLACE OF MR. KAMLESH RAJANIKANT ZOTA, WHOLE-TIME DIRECTOR (DIN- 00822705), WHO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT:

"RESOLVED THAT Mr. Kamlesh Rajanikant Zota, Whole-Time Director (DIN- 00822705), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, is reappointed as the director of the Company."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	33	6015538	33	6015538	0	0	0	0
E-Voting at AGM	8	3110227	8	3110227	0	0	0	0
Total	41	9125765	41	9125765	0	0	0	0

This resolution is passed with requisite majority as an Ordinary Resolution.

RESOLUTION NO. 4:

TO RE-APPOINT MR. MOXESH KETANBHAI ZOTA (DIN:07625219) AS THE MANAGING DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements)

RANJIT KEJRIWAL * SURAT * COMPANY SECRETARY

Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), any other applicable laws, if any, the approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Moxesh Ketanbhai Zota (DIN:07625219) as the Managing Director of the Company for the further period of five years from the expiry of his present term, that is with effect from October 07, 2021 to October 06, 2026 at following terms and conditions:

Terms & Conditions:

(1) Period of appointment: Re-appointment for the further period of five years from the expiry of his present term, that is with effect from October 07, 2021 to October 06, 2026;
(2) Remuneration: Rs. 150,000/- per month and commission of 0.1% of annual turnover;
(3) Sitting Fees: Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof."

"**RESOLVED FURTHER THAT** in case of loss or inadequate profit Mr. Moxesh Ketanbhai Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration."

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

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	33	6015538	31	6015456	2	82	0	0
E-Voting at AGM	8	3110227	8	3110227	0	0	0	0
Total	41	9125765	39	9125683	2	82	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 5:

TO RE-APPOINT MRS. VARSHABAHEN GAURANG MEHTA (DIN: 07611561) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 read with schedule IV and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof from time to time) as amended from time to time, and any other applicable laws, if any, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Varshabahen Gaurang Mehta (DIN: 07611561) as a Non-Executive Independent Director on the Board of the Company to hold office for a term of

RANJIT KEJRIWAL * SURAT * COMPANY SECRETARY

five consecutive years commencing from the expiry of her present term that is with effect from September 10, 2021 till September 09, 2026 at following terms and conditions:

Terms & Conditions:

(1) Period of appointment: Re-appointment for a further term of five consecutive years commencing from the expiry of her present term that is with effect from September 10, 2021 till September 09, 2026;
(2) Remuneration: NIL;
(3) Sitting Fees: Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof."

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

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	36	9501741	36	9501741	0	0	0	0
E-Voting at AGM	7	147864	7	147864	0	0	0	0
Total	43	9649605	43	9649605	0	0	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 6:

TO APPROVE RELATED PARTY TRANSACTION OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions, rules (including any statutory modification or re-enactment thereof from time to time), if any, of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended; the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Moxesh Ketanbhai Zota, as the Managing Director of the Company and payment of the remuneration for holding the office as the Managing Director; as detailed explained in the Explanatory Statement."

"**RESOLVED FURTHER THAT** the above related party transaction to be entered and the transaction(s) already been entered either individually or collectively may exceed the threshold for material related party transactions or 10% of total turnover or 10% of net worth of the Company and is done at arm's length basis."

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"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	33	6015538	27	47563	0	0	6	5967975
E-Voting at AGM	8	3110227	6	136071	0	0	2	2974156
Total	41	9125765	33	183634	0	0	8	8942131

This resolution is passed with requisite majority as an Ordinary Resolution.

Thanking You,
Yours faithfully,

Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985

Place: Surat
Date: 01-10-2021
UDIN: **F006116C001070245**