



September 30, 2024

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 24<sup>th</sup> Annual General Meeting (AGM) of the Company held on Saturday, September 28, 2024**

**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 24<sup>th</sup> AGM of the Company which was held on Saturday, September 28, 2024 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](http://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

**Registered Office:**

Zota House, 2/896, Hira Modi Street,  
Sagrampura, Surat-395002 Ph: +91 261 2331601  
Email: [info@zotahealthcare.com](mailto:info@zotahealthcare.com)  
Web: [www.zotahealthcare.com](http://www.zotahealthcare.com)

CIN: L24231GJ2000PLC038352

**ZOTA HEALTH CARE LIMITED**  
**Voting Results - 24th ANNUAL GENERAL MEETING (AGM)**

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

<b>Date of the AGM</b>	28-09-2024
<b>Total number of shareholders on record date</b>	9102
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group Public	Not Applicable Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group Public	7 30

<b>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, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.</b>								
<b>Resolution required: (Ordinary/ Special)</b>						Ordinary		
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>						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
<b>Promoter and Promoter Group</b>	E-Voting	17102479	14321324	83.74	14321324	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17102479</b>	<b>14321324</b>	<b>83.74</b>	<b>14321324</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Institutions</b>	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Non Institutions</b>	E-Voting	10040639	2549255	25.39	2549255	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10040639</b>	<b>2549255</b>	<b>25.39</b>	<b>2549255</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>27407621</b>	<b>16870579</b>	<b>61.55</b>	<b>16870579</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No. 2: DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES @ 10% I.E. RE.1/- PER EQUITY SHARE FOR THE FINANCIAL YEAR 2023-24.</b>								
<b>Resolution required: (Ordinary/ Special)</b>						Ordinary		
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>						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
<b>Promoter and Promoter Group</b>	E-Voting	17102479	14321324	83.74	14321324	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17102479</b>	<b>14321324</b>	<b>83.74</b>	<b>14321324</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Institutions</b>	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Non Institutions</b>	E-Voting	10040639	2549255	25.39	2549255	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10040639</b>	<b>2549255</b>	<b>25.39</b>	<b>2549255</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>27407621</b>	<b>16870579</b>	<b>61.55</b>	<b>16870579</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 3: TO APPOINT A DIRECTOR IN PLACE OF MR. KETANKUMAR CHANDULAL ZOTA, DIRECTOR (HOLDING DIN: 00822594), 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	17102479	9927405	58.05	9927405	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>17102479</b>	<b>9927405</b>	<b>58.05</b>	<b>9927405</b>	<b>0</b>	<b>100</b>
Public - Institutions	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	10040639	2548415	25.38	2548415	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>10040639</b>	<b>2548415</b>	<b>25.38</b>	<b>2548415</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>27407621</b>	<b>12475820</b>	<b>45.52</b>	<b>12475820</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 4: APPOINTMENT OF STATUTORY AUDITOR AND AUTHORISE DIRECTORS TO APPROVE THEIR REMUNERATION.**

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	17102479	14321324	83.74	14321324	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>17102479</b>	<b>14321324</b>	<b>83.74</b>	<b>14321324</b>	<b>0</b>	<b>100</b>
Public - Institutions	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	10040639	2549255	25.39	2549255	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>10040639</b>	<b>2549255</b>	<b>25.39</b>	<b>2549255</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>27407621</b>	<b>16870579</b>	<b>61.55</b>	<b>16870579</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 5: TO RE-APPOINT MR. DHIREN PRAFULBHAI SHAH (DIN: 08536409) 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	17102479	14321324	83.74	14321324	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>17102479</b>	<b>14321324</b>	<b>83.74</b>	<b>14321324</b>	<b>0</b>	<b>100</b>
Public - Institutions	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	10040639	2549255	25.39	2549105	150	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>		<b>10040639</b>	<b>2549255</b>	<b>25.39</b>	<b>2549105</b>	<b>150</b>	<b>99.99</b>
<b>Total</b>		<b>27407621</b>	<b>16870579</b>	<b>61.55</b>	<b>16870429</b>	<b>150</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 6: TO RE-APPOINT MRS. JAYSHREEBEN NILESHKUMAR MEHTA (DIN: 08536399) 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	17102479	14321324	83.74	14321324	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17102479</b>	<b>14321324</b>	<b>83.74</b>	<b>14321324</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	10040639	2549255	25.39	2549105	150	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10040639</b>	<b>2549255</b>	<b>25.39</b>	<b>2549105</b>	<b>150</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>27407621</b>	<b>16870579</b>	<b>61.55</b>	<b>16870429</b>	<b>150</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 7: TO RE-APPOINT MR. HIMANSHU MUKTILAL ZOTA (DIN: 01097722) AS A WHOLE-TIME 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	17102479	14321324	83.74	14321324	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17102479</b>	<b>14321324</b>	<b>83.74</b>	<b>14321324</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	10040639	2549255	25.39	2549255	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10040639</b>	<b>2549255</b>	<b>25.39</b>	<b>2549255</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>27407621</b>	<b>16870579</b>	<b>61.55</b>	<b>16870579</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 8: TO RE-APPOINT MR. KAMLESH RAJANIKANT ZOTA (DIN: 00822705) AS A WHOLE- TIME 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	17102479	10897255	63.72	10897255	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17102479</b>	<b>10897255</b>	<b>63.72</b>	<b>10897255</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	10040639	2549255	25.39	2549255	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10040639</b>	<b>2549255</b>	<b>25.39</b>	<b>2549255</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>27407621</b>	<b>13446510</b>	<b>49.06</b>	<b>13446510</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 9: TO APPROVE MATERIAL RELATED PARTY TRANSACTION.								
Resolution required: (Ordinary/ Special)						Ordinary		
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	17102479	4583126	26.80	4583126	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17102479</b>	<b>4583126</b>	<b>26.80</b>	<b>4583126</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	264503	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>264503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	10040639	2379295	23.70	2379145	150	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10040639</b>	<b>2379295</b>	<b>23.70</b>	<b>2379145</b>	<b>150</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>27407621</b>	<b>6962421</b>	<b>25.40</b>	<b>6962271</b>	<b>150</b>	<b>100.00</b>	<b>0.00</b>



# 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  
**ZOTA HEALTH CARE LIMITED**  
CIN: L24231GJ2000PLC038352  
For 24th Annual General Meeting of the members  
held on 28<sup>th</sup> September, 2024  
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 along with e-voting process during the said AGM and ascertaining the requisite majority on remote e-voting / e-voting process during the said 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 24th Annual General Meeting (AGM) of the members of the company, held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Saturday, 28<sup>th</sup> day of September, 2024 at 11.00 A.M.
2. At the 24th AGM of the Company held on 28th day of September, 2024, 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 process during the AGM conducted for the resolutions contained in the Notice to the 24th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting process 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.
4. Further to the above, I submit my reports as under:
  - i. The e-voting period remained open from Wednesday, 25<sup>th</sup> September, 2024 at 9.00 a.m. to Friday, 27<sup>th</sup> September, 2024 at 5.00 p.m.
  - ii. The members of the Company as on the "cut-off" date i.e. 21st September, 2024 were entitled to vote on the resolutions (item No. 01 to 09 as set out in the notice of the 24<sup>th</sup> AGM of the Company).
  - iii. The votes cast were unblocked on 28<sup>th</sup> September, 2024 at 12:44 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Het Palsanawala** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Name: **Mr. Pioush Tiwari**

Name: **Ms. Het Palsanawala**



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- 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, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON. (ORDINARY RESOLUTION)**

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	35	16222683	35	16222683	0	0	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>36</b>	<b>16870579</b>	<b>36</b>	<b>16870579</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary resolution.

**RESOLUTION NO. 2:**

**DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES @ 10% I.E. RE.1/- PER EQUITY SHARE FOR THE FINANCIAL YEAR 2023-24. (ORDINARY RESOLUTION)**

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	35	16222683	35	16222683	0	0	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>36</b>	<b>16870579</b>	<b>36</b>	<b>16870579</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary resolution.

**RESOLUTION NO. 3**

**TO APPOINT A DIRECTOR IN PLACE OF MR. KETANKUMAR CHANDULAL ZOTA, DIRECTOR (HOLDING DIN: 00822594), WHO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT. (ORDINARY RESOLUTION)**

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	31	11827924	31	11827924	0	0	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>32</b>	<b>12475820</b>	<b>32</b>	<b>12475820</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary resolution

**RESOLUTION NO. 4**

**APPOINTMENT OF STATUTORY AUDITOR AND AUTHORISE DIRECTORS TO APPROVE THEIR REMUNERATION (ORDINARY RESOLUTION)**



“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Pradeep K Singhi & Associates, Chartered Accountants, (Firm Registration No.: 126027W) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Shivangi Parekh & Co., Chartered Accountants (Firm’s Registration No. 131449W), the retiring statutory auditor, for the period of five consecutive years commencing from the conclusion of this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	35	16222683	35	16222683	0	0	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>36</b>	<b>16870579</b>	<b>36</b>	<b>16870579</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary resolution

**RESOLUTION NO. 5**

**TO RE-APPOINT MR. DHIREN PRAFULBHAI SHAH (DIN: 08536409) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, if any, 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 for the re-appointment of Mr. Dhiren Prafulbhai Shah (DIN:08536409) as a Non-Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of his present term that is with effect from September 21, 2024 till September 20, 2029, not liable to retire by rotation 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 his present term that is with effect from September 21, 2024 till September 20, 2029;
- 2) **Remuneration:** NIL;
- 3) **Sitting Fees:** ₹ 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	35	16222683	34	16222533	1	150	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>36</b>	<b>16870579</b>	<b>35</b>	<b>16870429</b>	<b>1</b>	<b>150</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special Resolution.

**RESOLUTION NO. 6**

**TO RE-APPOINT MRS. JAYSHREEBEN NILESHKUMAR MEHTA (DIN: 08536399) AS A NON-EXECUTIVE**





## INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, if any, 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 for the re-appointment of Mrs. Jayshreeben Nileshkumar Mehta(DIN:08536399) as a Non-Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of her present term that is with effect from September 21, 2024 till September 20, 2029, not liable to retire by rotation 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 21, 2024 till September 20, 2029;
- 2) **Remuneration:** NIL;
- 3) **Sitting Fees:** ₹ 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	35	16222683	34	16222533	1	150	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>36</b>	<b>16870579</b>	<b>35</b>	<b>16870429</b>	<b>1</b>	<b>150</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special Resolution.

### RESOLUTION NO. 7

## TO RE-APPOINT MR. HIMANSHU MUKTILAL ZOTA (DIN: 01097722) AS A WHOLE-TIME DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of section 152, 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, consent of the members be and is hereby accorded for re-appointment of Mr. Himanshu Muktilal Zota (DIN: 01097722) as Whole-time Director of the Company for the further period of five years commencing from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation at following terms and conditions:

### Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five years commencing from the expiry of his present term that is with effect from April 01, 2025 to March 31, 2030;
- 2) **Remuneration:** ₹3,50,000/- per month and commission of 0.1% of annual turnover;
- 3) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof."

"RESOLVED FURTHER THAT in case of loss or inadequate profit Mr. Himanshu Muktilal 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	35	16222683	35	16222683	0	0	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>36</b>	<b>16870579</b>	<b>36</b>	<b>16870579</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 8**

**TO RE-APPOINT MR. KAMLESH RAJANIKANT ZOTA (DIN: 00822705) AS A WHOLE- TIME DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)**

**"RESOLVED THAT** pursuant to the provisions of section 152,196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, consent of the members be and is hereby accorded for re-appointment of Mr. Kamlesh Rajanikant Zota (DIN: 00822705) as Whole-time Director of the Company for the further period of five years commencing from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation at following terms and conditions:

**Terms & Conditions:**

- 1) **Period of appointment:** Re-appointment for a further term of five years commencing from the expiry of his present term that is with effect from April 01, 2025 to March 31, 2030;
- 2) **Remuneration:** ₹3,50,000/- per month and commission of 0.1% of annual turnover;
- 3) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof."

**"RESOLVED FURTHER THAT** in case of loss or inadequate profit Mr. Kamlesh Rajanikant 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	30	12798614	30	12798614	0	0	0	0
E-Voting at AGM	1	647896	1	647896	0	0	0	0
<b>Total</b>	<b>31</b>	<b>13446510</b>	<b>31</b>	<b>13446510</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 9**

**TO APPROVE MATERIAL RELATED PARTY TRANSACTION (ORDINARY RESOLUTION)**

**"RESOLVED THAT** pursuant to the provisions of Section 188 read with Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015 and any other applicable laws, if any, approval of the Members be and is hereby accorded to the Board of Directors of the Company for below mentioned related party transactions:

- a) continuing the existing material related party transaction(s)
- entered with Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole- Time Directors of the Company and Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company as approved by the members of the Company in 23rd Annual General Meeting dated September 29, 2023 and
  - entered with Mr. Viren Manukant Zota, Whole- Time Director of the Company as approved by the members through Postal Ballot dated June 27, 2024 ;
- b) to approve the related party transactions to be entered with respect to re- appointing Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota as Whole-Time Directors of the Company and payment of remuneration, as explained in Explanatory Statement of item no. 9.”

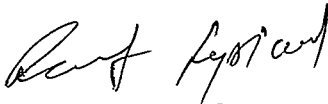
“**RESOLVED FURTHER THAT** the above related party transaction(s) to be entered and already been entered either individually or collectively may exceed the threshold for material related party transactions or 10% of total turnover of the Company and is done at arm’s length basis.”

“**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.”

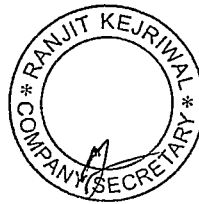
Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	24	6314525	21	2379145	1	150	2	3935230
E-Voting at AGM	1	647896	0	0	0	0	1	647896
<b>Total</b>	<b>25</b>	<b>6962421</b>	<b>21</b>	<b>2379145</b>	<b>1</b>	<b>150</b>	<b>3</b>	<b>4583126</b>

**This resolution is passed as an Ordinary Resolution.**

Thanking You,  
Yours faithfully,



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



Place: Surat  
Date: 30/09/2024  
UDIN: F006116F001384977