

July 12, 2017

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

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Outcome of Board Meeting held on 12th July, 2017

Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

The Board of Directors of the Company at their Meeting held on Wednesday, 12th July, 2017 at 11:00 A.M. at the registered office of the Company situated at Zota House, 2/896, Hira Modi Street, Sagrampura, Surat – 395002 have discussed and approved following:

1. Consider and approved Director's Report for the year ended on 31st March, 2017.
2. Consider and approved notice of 17th Annual General Meeting same is enclosed herewith as per annexure 1. Board has decided to hold 17th Annual General Meeting on Thursday, 10th August, 2017 at The Southern Gujarat Chamber of Commerce & Industry, 1st floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat at 11:00 A.M.
3. Decided to close the register of members of the Company from Tuesday, 1st August, 2017 to Saturday, 5th August, 2017. Cut off date for the payment of dividend will be Saturday, 5th August, 2017. Members whose name appease on register of members as on 5th August, 2017 shall be eligible for dividend. Board has also authorized Mr. Himanshu Zota, Whole Time Director of the Company for opening and operating of dividend account.
4. Decided Saturday, 5th August, 2017 as a cut off date for the purpose of e-voting. Member's whose names are appearing on register of members as on 5th August, 2017 shall be eligible for e-voting. E-voting will starts from Monday, 7th August, 2017 and will end on Wednesday, 9th August, 2017. Board has also appointed PCS Ranjit Kejriwal as a scrutinizer for scrutinizing e-voting and conduct poll though ballot paper during the 17th Annual General Meeting of the Company.
5. Appointed M/s D S M & Co., Chartered Accountant, as a statutory auditor of the Company for five years starting from the conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting at such remuneration as may be decided by Board from time to time.

Corporate 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



6. Appointed M/s Pradeep K. Singhi & Associates, Chartered Accountant, as an internal auditor of the company for the period of five years starting from financial year 2017-18 till the conclusion of financial year 2021-22 at such remuneration as may be decided by Board from time to time.
7. Approved the budget of Rs. 25 lakhs for Corporate Social Responsibilities activities for the financial year 2017-18 which were recommended by Corporate Social Responsibility Committee of the Company.
8. Issued duplicate share certificates to Mrs. Rupaben Shaileshbhai Varaiya for 1650 equity shares against her application for issue of duplicate shares certificates. Details of duplicate share certificates issued to her is as below:

Folio No.	Name of Shareholder	Certificate no. for which application received	No. of Shares for which application received	New Certificate Nos. (Duplicate)
247	Rupaben Shaileshbhai Varaiya	554 to 555	200	17022 to 17023
		1598 to 1599	200	17024 to 17025
		2930 to 2931	200	17026 to 17027
		3971 to 3975	500	17028 to 17032
		7849 to 7854	550	17033 to 17038

The Board meeting concluded at 02:30 P.M.

This is for your information and record.

Yours faithfully,

For Zota Health Care Limited



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

Corporate Office :

Zota House, 2/896, Hira Modi Street,
 Sagrapura, 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

Annexure – 1 Notice of 17th Annual General Meeting

Notice is hereby given of the 17th Annual General Meeting of the members of Zota Health Care Limited will be held on Thursday, the 10th day of August, 2017 at The Southern Gujarat Chamber of Commerce & Industry, 1st floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2017, together with the Reports of the Board of Directors and Auditor thereon.
2. Declaration of dividend on equity shares @20% i.e. Re. 2 per share
3. To appoint a Director in place of Mr. Himanshu Muktilal Zota, Whole Time Director (Holding DIN-01097722), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
4. To appoint Statutory Auditor and fix their remuneration and in this regards, to consider and if through fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder M/s D S M & Co, Chartered Accountants, having firm registration no. 132003W, be and are hereby appointed as Statutory Auditor for the period of five years from the conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting subject to ratification at every annual general meeting at such remuneration as may be determined by the Board of Directors of company."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 read with Schedule IV of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any. Mrs. Varsaben Gaurang Mehta (DIN: 07611561), who was appointed as an Additional Director of the Company with effect from 10th September, 2016 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act proposing the candidature of Mrs. Varsaben Gaurang Mehta for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company for the period of five years starting from 10th September, 2016 to 09th September, 2021 and she is not liable to retire by rotation."

"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."

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



"RESOLVED THAT pursuant to the provisions of section 149, 152, 160, 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any. Mr. Moxesh Ketanbhai Zota (DIN: 07625219), who was appointed as an Additional Director designated to be a Managing Director of the Company with effect from 7th October, 2016 by the Board of Directors pursuant to Section 161, 196, 197 & 203 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act proposing the candidature of Mrs. Moxesh Ketanbhai Zota for the office of Director be and is hereby appointed as a = Director of the Company not liable to retire by rotation."

"RESOLVED FURTHER THAT the appointment of Mr. Moxesh Ketanbhai Zota as a managing director by the board for period of five years starting from 07th October, 2016 to 06th October, 2021 be and is hereby ratified with enhanced remuneration of Rs. 75000 per month and commission of 0.1% of domestic turnover."

"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."

Place: Surat
Date: 12.07.2017

By order of the Board
for ZOTA HEALTH CARE LIMITED

Ashvin Variya

Company Secretary & Compliance Officer

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 for item no. 5 & 6 are annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/ HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than forty eight hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited Companies, Societies, etc, must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 1st day of August, 2017 to Saturday, the 5th day of August, 2017 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting.
5. All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & Public holidays between 11:00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.



6. Dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid to the shareholders whose names are appear in the Register of Members of the Company on Saturday, the 5th day of August, 2017. The cut of date for declaring dividend is Saturday, 5th August, 2017.
7. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
8. Members holding shares in physical form are requested to notify following details to Registrar and Transfer Agent (RTA) of the Company Satellite Corporate Service Pvt. Ltd. at B-302, Sony Apartments, Opp. St. Jude High School, 90 Feet Road, Jarimari, Sakinaka, Mumbai – 400072.
 - i) Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company)
 - ii) E-mail id (for receiving notices and annual reports through e-mail id.)
 - iii) Any change in address (application form is available at website of the Company www.zotahealthcare.com under investor relationship tab.)
9. Members who are having shares in physical mode and want to register as a nominee as per Section 72 of the Companies Act, 2013 are requested to send from SH-13 for nomination or form SH-14 for cancelation of nomination. Form SH-13 and SH-14 are available on Company's website www.zotahealthcare.com under investor relation tab.
10. To save environment and cost of the Company, Copies of Annual Report will not be distributed to the members at the venue of the AGM. Members are requested to bring their copies of Annual Report at the time of Annual General Meeting.
11. The details of directors appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Particulars	Himanshu Muktilal Zota	Moxesh Ketanbhai Zota	Varsaben Gaurang Mehta
DIN No.	01097722	07625219	07611561
Date of Birth	30/05/1974	12/11/1990	13/07/1968
Date of Appointment on current position	01/04/2015	07/10/2016	10/09/2016
Qualification	Diploma in Pharmacy	Bachelor of Pharmacy, MBA(UK)	Bachelor of Ayurvedic Medicine and Surgery (BAMS)
Expertise in specific functional areas	Himanshu Zota was reappointed as Whole time Director of the company w.e.f. April 1, 2015. He has been awarded with degree of Diploma in Pharmacy from the Board of Technical Examinations on behalf of the Government of Maharashtra and has vast experience in the Pharmaceutical Industry. He has been instrumental in initiating and managing the business of our Company since incorporation and is entrusted with the	Moxesh Zota has completed Bachelor of Pharmacy from Gujarat Technological University and also awarded with degree of Master of Science from BPP University, United Kingdom. He is young entrepreneur with experience of 2 years in the industry and forays the export business of our Company.	Varsaben Mehta has completed her Bachelor of Ayurvedic Medicine and Surgery (BAMS) from O.H. Nazar Ayurvedic University, Surat (Gujarat). She is General Physician and running her clinic named Shreeji Clinic in Surat.



	responsibility of looking after the overall management, finance, operations, tax related matters as well as adoption of business strategies of our Company.		
List of other Companies in which directorship is held as on 31 st March, 2017	NIL	NIL	NIL
Chairman/ Member of Committee of other Company	NIL	NIL	NIL
No. of Shares Held	2251800	NIL	2376

12. E-voting:

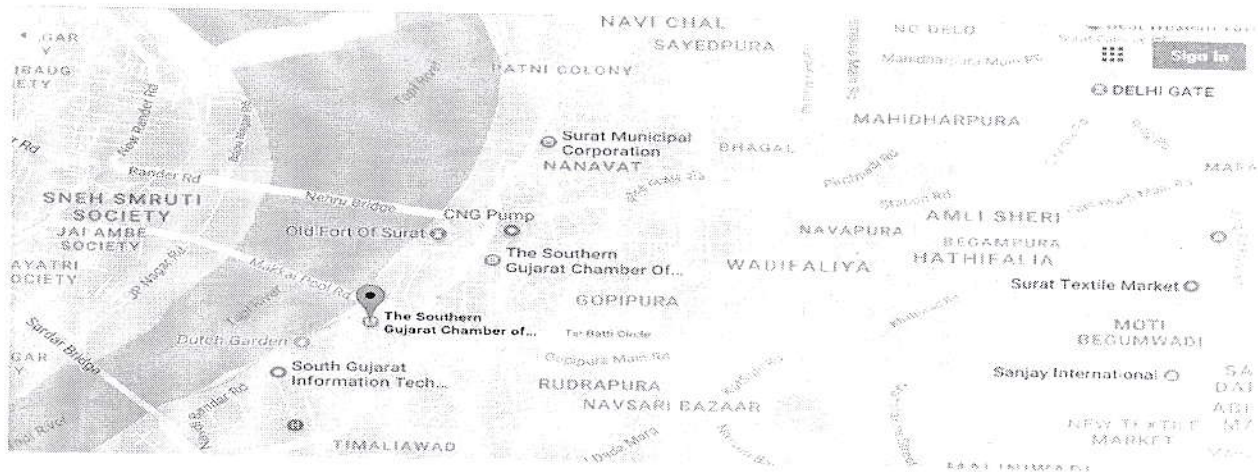
- i) Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 members holding shares either in physical mode or dematerialization mode are entitled to exercise their vote through electronic mode.
- ii) Company shall also providing voting through postal ballot papers which are provided at the Annual General Meeting. Members who have not voted through e-voting are entitled to cast their vote though ballot papers.
- iii) The members who have voted though e-voting are also entitled to attend the meeting but not entitled to vote at the meeting.
- iv) The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as a scrutinizer, for conducting voting and poll during the Annual General Meeting and to oversee voting process.
- v) The Cut-off date for the purpose of e-voting is Saturday, the 5th day of August, 2017. Members whose names are appear on Register of Members on Saturday, the 5th day of August, 2017 are entitled to vote through e-voting.
- vi) The e-voting facility will be start from Monday, the 7th day of August, 2017 and will end on Wednesday, the 9^h day of August, 2017 Members can vote from 9: 30 a.m. to 5:00 p.m. during the above mentioned period.

13. Poll at the Annual General Meeting:

- i) First of all items of the notice will be discussed then the *Chairman of the Meeting will order poll* for that items. Poll is conducted under the supervision of the scrutinizer appointed for e-voting and poll.
- ii) The members whose names are appear as on Saturday, the 5th day of August, 2017 in the Register of Members are entitled for the voting on poll in the meeting.
- iii) Scrutinizer decision on validity of vote will be final.

14. The Prominent land mark near Southern Gujarat Chamber of Commerce & Industry is Dutch Garden. Map and Venue of AGM is as follows:





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

Item No. 5:

Mrs. Varsaben Gaurang Mehta (DIN: 07611561) was appointed as an Additional Director of the Company on 10th September, 2016 in accordance with provisions of section 161 of the Companies Act, 2013 (the "Act"). As per section 161 of the Companies Act, 2013 Mrs. Varsaben Gaurang Mehta can hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing the candidature of Mrs. Varsaben Gaurang Mehta as a Non-Executive Independent Director for the term of five years at the ensuing AGM of the Company. She is not liable to retire by rotation and will not receive any remuneration. Mrs. Varsaben Gaurang Mehta is independent to the Company and possesses required qualifications and skills.

Consent to act as a director of the Company as well as a disclosure for non-disqualification in form DIR-8 as per section 164(2) of the Companies Act, 2013 and Disclosure of independence under section 149(6) have been already received from Mrs. Varsaben Gaurang Mehta.

Brief Profile of Mrs. Varsaben Gaurang Mehta

Varsaben Mehta, aged 48 years is appointed as the Additional Independent Director of our Company with effect from September 10, 2016. She has completed her Bachelor of Ayurvedic Medicine and Surgery (BAMS) from O.H. Nazar Ayurvedic University, Surat (Gujarat). She is General Physician and running her clinic named Shreeji Clinic in Surat.

As on the date of this notice she has hold 2376 shares in the Company.

Keeping in view of her vast experience in medical field it is in best interest of the Company to appoint her as an independent director of the Company.

Except Mrs. Varsaben Gaurang Mehta, none of Director or KMPs and their immediate relatives are concerned or interested in the proposed resolution. Board of Directors of the Company recommended passing resolution set out in Item No. 5 of this notice.



Item No. 6:

Mr. Moxesh Ketanbhai Zota (DIN: 07625219) was appointed as an Additional Director designated to be as the Managing Director of the Company on 07th October, 2016 for the period of five years in accordance with provisions of section 161, 196, 197 & 203 of the Companies Act, 2013 (the "Act"). As per section 161 of the Companies Act, 2013 Mr. Moxesh Ketanbhai Zota can hold office upto the date of ensuing Annual General Meeting of the Company. Apart from this as per provisions of section 196 & 197 of the Companies Act, 2013 appointment and remuneration of Managing Director shall be approved by members of the Company.

The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing the candidature of Mr. Moxesh Ketanbhai Zota as the Managing Director for the term of five years at the ensuing AGM of the Company. He is not liable to retire by rotation. In his original appointment his salary was finalized at Rs. 75000 p.m. and .01% commission of turnover. The salary is proposed to be increased to bring it at a commensurate level with other Whole time directors of the company. His salary is to be a remuneration of Rs. 75,000 per month and commission of 0.1 of domestic turnover.

Consent to act as a director of the Company as well as a disclosure for non-disqualification in form DIR-8 as per section 164(2) of the Companies Act, 2013 have been already received from Mr. Moxesh Ketanbhai Zota.

Brief Profile of Mr. Moxesh Ketanbhai Zota

Moxesh Zota, aged 26 years is appointed as the Managing Director of Company on 07th October 2016 by the Board of Directors of the Company. He has completed Bachelor of Pharmacy from Gujarat Technological University and also awarded with degree of Master of Science from BPP University, United Kingdom. He is young entrepreneur with experience of 2 years in the industry and forays the export business of our Company.

He does not hold any shares in the Company.

Keeping in view of his experience in export business and having pharmaceutical as well as marketing qualification Board of Directors of the Company has appointed him as the Managing Director of the Company.

Except Mr. Moxesh Ketanbhai Zota and Mr. Ketankumar Chandulal Zota, none of Director or KMPs and their immediate relatives are concerned or interested in the proposed resolution. Board of Directors of the Company recommended passing resolution set out in Item No. 6 of this notice.





CIN: U24231GJ2000PLC038352

Registered office: Zota House, 2/896, Hira Modi Street, Sagrampura, Surat-395002

Email: info@zotahealthcare.com Website: www.zotahealthcare.com Tele Fax: 0261 2346415

ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No	
No. of Shares	

*DP ID	
*Client ID	

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 17th Annual General Meeting of the Company held on Thursday, the 10th day of August, 2017 at The Southern Gujarat Chamber of Commerce & Industry 1st floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat at 11:00 A.M.

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.





CIN: U24231GJ2000PLC038352

Registered office: Zota House, 2/896, Hira Modi Street, Sagrampura, Surat-395002
Email: info@zotahealthcare.com Website: www.zotahealthcare.com Tele Fax: 0261 2346415

**Form MGT-11
PROXY FORM**

[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014)]

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

*Applicable for holders holding shares in demat/ electronic mode

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 my/our behalf at the 17th Annual General Meeting of the Company, to be held on Thursday, the 10th day of August, 2017 at 11:00 a.m. at The Southern Gujarat Chamber of Commerce & Industry, 1st floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	For	Against
1 Adoption of Annual Accounts, Auditor's & Director's Report		
2 Declaration of Dividend @ 20%		
3 Re-appointment of Mr. Himanshu Muktilal Zota, as a whole time director, retire by rotation		
4 Appointment of M/s D S M & Co, Chartered Accountants, as a Statutory Auditor of the Company		
5 Appoint Mrs. Varsaben Gaurang Mehta as a Non-Executive Independent Director of the Company		
6 Appoint Mr. Moxesh Ketanbhai Zota as the Managing Director of the Company		

Affix Re. 1
Revenue Stamp

Signature of Shareholder

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.

