

August 11, 2017

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

Trading Symbol: ZOTA

Sub: Scrutinizer's Report and Voting Results of 17th Annual General Meeting of the Company held on Thursday, August 10, 2017

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

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are enclosing herewith voting results of the 17th Annual General Meeting of the Company which was held on Thursday, August 10, 2017 at 11:00 A.M. at The Southern Gujarat Chamber of Commerce & Industry, 1st floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat

Further 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 poll at the 17th Annual General Meeting of the Company which was held on Thursday, August 10, 2017. The copy of the scrutinizer report received from him is also enclosed herewith.

We further wish to inform that based on scrutinizer's report, all the resolution set out in the notice of the 17th Annual General Meeting have been duly approved by the shareholders with requisite majority.

The aforesaid voting result on 17th Annual General Meeting is available on www.zotahealthcare.com the official website of the Company and is also place at the register 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



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

Voting Results - 17th Annual General Meeting

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

Date of the AGM/EGM	10/08/2017
Total number of shareholders on record date	2477
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	32
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NIL
Public	NIL

Resolution No. 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.

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	11375340	8740564	76.84	8740564	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		10002	0.088	10002	0	100	0
	Total		8750566	76.93	8750566	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	6168012	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		44992	0.73	44992	0	100	0
	Total		44992	0.73	44992	0	100	0
Total		17543352	8795558	77.66	8795558	0	100	0

Resolution No. 2: Declaration of dividend on equity shares @20% i.e. Re. 2 per share.

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	11375340	8740564	76.84	8740564	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		10002	0.088	10002	0	100	0
	Total		8750566	76.93	8750566	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	6168012	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		44992	0.73	44992	0	100	0
	Total		44992	0.73	44992	0	100	0
Total		17543352	8795558	77.66	8795558	0	100	0



Resolution No. 3: Reappointment of Mr. Himanshu Muktilal Zota, Whole Time Director (Holding DIN-01097722), liable to retire by rotation

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	11375340	8740564	76.84	8740564	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		10002	0.088	10002	0	100	0
	Total		8750566	76.93	8750566	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	6168012	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		44992	0.73	44992	0	100	0
	Total		44992	0.73	44992	0	100	0
Total		17543352	8795558	77.66	8795558	0	100	0

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	11375340	8740564	76.84	8740564	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot		10002	0.088	10002	0	100	0
	Total		8750566	76.93	8750566	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	6168012	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		44992	0.73	44992	0	100	0
	Total		44992	0.73	44992	0	100	0
Total		17543352	8795558	77.66	8795558	0	100	0

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	11375340	8740564	76.84	8740564	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot		10002	0.088	10002	0	100	0
	Total		8750566	76.93	8750566	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0



Public - Non Institutions	E-Voting	6168012	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		44992	0.73	43992	1000	97.78	2.22
	Total		44992	0.71	43992	1000	97.78	2.22
Total		17543352	8795558	77.64	8794558	1000	99.99	0.01

Resolution No. 6: Appoint Mr. Moxesh Ketanbhai Zota as the Managing Director of the Company								
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?								
Special								
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	11375340	8740564	76.84	8740564	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		10002	0.088	10002	0	100	0
	Total		8750566	76.93	8750566	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	6168012	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		44992	0.73	44992	0	100	0
	Total		44992	0.73	44992	0	100	0
Total		17543352	8795558	77.66	8795558	0	100	0





Date :

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 and 110 of the Companies Act, 2013
And Rule 20(3)(xi) and Rule 22 (9) of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Of 17th Annual General Meeting of the members of
Zota Health Care Limited held on 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.

Dear Sir

Sub.: Scrutinizer's report on E voting/Postal Ballot.

1. I, Ranjit 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 e-voting process along with Ballot Forms and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per the provisions of section 108 and 110 of the Companies Act, 2013 read with Rule 20(3)(xi) and Rule 22 of the Companies (Management and administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 17th Annual General Meeting (AGM) of the members of the company, held at 11.00 a.m. at The Southern Gujarat Chamber of Commerce & Industry, 1st Floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat-395001, Gujarat on Thursday 10th August, 2017 at 11.00 AM.
2. At the 17th AGM of the Company held on 10th August, 2017, the Company has also provided facility for voting by Ballot paper 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 ballot process conducted for the resolutions contained in the Notice to the 17th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and ballot 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 Central



Depository Services Limited (CDSL), 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 07th August, 2017 at 9.30 a.m. to 09th August, 2017 at 5.00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e 05th August, 2017 were entitled to vote on the resolutions (item No. 01 to 06 as set out in the notice of the 17th AGM of the Company).
- (iii) The votes cast were unblocked on 11th August, 2017 at 08.54 a.m. in the presence of 2 (Two) witnesses namely **Ms. Purvi Jain** and **Mr. Vikram Sharma** 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**

Vikram

Name: **Mr. Vikram Sharma**

- (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 evoting website of Central Depository Services (India) Limited (CDSL) i.e. <https://evotingindia.com>.
- (v) The combined result of remote e-voting and ballot is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017:

"RESOLVED THAT the Balance sheet as on 31st March, 2017, 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	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	5	8740564	5	8740564	0	0	0	0
At AGM	27	54994	27	54994	0	0	0	0
Total	32	8795558	32	8795558	0	0	0	0

RESOLUTION NO. 2:

DECLARATION OF DIVIDEND ON EQUITY SHARES @20%:

"RESOLVED THAT pursuant to the recommendation of Directors, divided @ Re. 2/- per equity share on equity share capital of the Company be and is hereby declared out of profit of the Company for the year ended 31st March, 2017."



Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	5	8740564	5	8740564	0	0	0	0
At AGM	27	54994	27	54994	0	0	0	0
Total	32	8795558	32	8795558	0	0	0	0

RESOLUTION NO. 3:

REAPPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:

“RESOLVED THAT 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, is reappointed as the director of the company.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	5	8740564	5	8740564	0	0	0	0
At AGM	27	54994	27	54994	0	0	0	0
Total	32	8795558	32	8795558	0	0	0	0

RESOLUTION NO. 4:

APPOINTMENT OF M/S D S M & Co AS AUDITOR AND AUTHORIZE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION

“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.

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	5	8740564	5	8740564	0	0	0	0
At AGM	27	54994	27	54994	0	0	0	0
Total	32	8795558	32	8795558	0	0	0	0

RESOLUTION NO. 5:

APPOINTMENT OF INDEPENDENT WOMEN DIRECTOR

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.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
<i>Electronic</i>	5	8740564	5	8740564	0	0	0	0
At AGM	27	54994	26	53994	1	1000	0	0
Total	32	8795558	32	8794558	1	1000	0	0

RESOLUTION NO. 6:

APPOINTMENT OF MANAGING DIRECTOR

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.”



Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	5	8740564	5	8740564	0	0	0	0
At AGM	27	54994	27	54994	0	0	0	0
Total	32	8795558	32	8795558	0	0	0	0

The physical ballot forms received have been enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,

Yours faithfully,

Ranjit Kejriwal
Practicing Company Secretary
Membership No. 6116
Place: Surat
Date: 11th August, 2017

