

August 13, 2018

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

Trading Symbol: ZOTA

Sub: Scrutinizer's Report and Voting Results of 18th Annual General Meeting of the Company held on Saturday, August 11, 2018

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) 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 18th Annual General Meeting of the Company which was held on Saturday, August 11, 2018 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 18th Annual General Meeting of the Company which was held on Saturday, August 11, 2018. 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 18th Annual General Meeting have been duly approved by the shareholders with requisite majority.

The aforesaid voting result on 18th 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

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

Voting Results - 18th Annual General Meeting
[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Date of the AGM/EGM	11/08/2018
Total number of shareholders on record date	2157
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	11
Public	87
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, 2018, 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	11519485	3124423	27.12	3124423	0	100	0
	Poll	11519485	1379074	11.97	1379074	0	100	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	4503497	39.09	4503497	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	152040	0	100	0
	Poll	6023867	122184	2.03	88610	432	72.52	0
	Ballot Paper	6023867	0	0	0	0	0	0
	Total	6023867	274224	4.55	240650	432	87.76	0
Total		17543352	4777721	27.23	4744147	432	99.30	0

Resolution No. 2: Declaration of dividend on equity shares @30% i.e. Rs. 3 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	11519485	3124423	27.12	3124423	0	100	0
	Poll	11519485	1379074	11.97	1379074	0	100	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	4503497	39.09	4503497	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	152040	0	100	0
	Poll	6023867	122184	2.03	88610	432	72.52	0
	Ballot Paper	6023867	0	0	0	0	0	0
	Total	6023867	274224	4.55	240650	432	87.76	0
Total		17543352	4777721	27.23	4744147	432	99.30	0

Resolution No. 3: Re-appoint Mr. Kamlesh Rajnikant Zota (DIN:00822705) as a Whole Time Director of the Company who retire by rotation

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	11519485	0	0.00	0	0	0	0
	Poll	11519485	0	0.00	0	0	0	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	0	0.00	0	0	0	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	152040	0	100	0
	Poll	6023867	122068	2.03	88494	432	72.50	0
	Ballot Paper	6023867	0	0.00	0	0	0.00	0
	Total	6023867	274108	4.55	240534	432	87.75	0
Total		17543352	274108	1.56	240534	432	87.75	0



Resolution No. 4: Ratification of appointment of M/s D S M & Co, Chartered Accountants, having firm registration no. 132003W, as a Statutory Auditor of the Company								
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	11519485	3124423	27.12	3124423	0	100	0
	Poll	11519485	1379074	11.97	1379074	0	100	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	4503497	39.09	4503497	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	152040	0	100	0
	Poll	6023867	122184	2.03	88610	432	72.52	0
	Ballot Paper	6023867	0	0.00	0	0	0.00	0
	Total	6023867	274224	4.55	240650	432	87.76	0
Total		17543352	4777221	27.23	4744147	432	99.30	0

Resolution No. 5: Changing term of appointment of Mr. Himanshu Muktilal Zota (DIN:01097722), Whole Time 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	11519485	0	0.00	0	0	0	0
	Poll	11519485	0	0.00	0	0	0	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	0	0.00	0	0	0	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	151040	1000	99.34	0
	Poll	6023867	122068	2.03	88494	432	72.50	0
	Ballot Paper	6023867	0	0.00	0	0	0.00	0
	Total	6023867	274108	4.55	239534	1432	87.39	0
Total		17543352	274108	1.56	239534	1432	87.39	0

Resolution No. 6: Changing term of appointment of Mr. Kamlesh Rajnikant Zota (DIN:00822705), Whole Time 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	11519485	0	0.00	0	0	0	0
	Poll	11519485	0	0.00	0	0	0	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	0	0.00	0	0	0	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	152040	0	100	0
	Poll	6023867	122184	2.03	88610	432	72.52	0
	Ballot Paper	6023867	0	0.00	0	0	0.00	0
	Total	6023867	274224	4.55	240650	432	87.76	0
Total		17543352	274224	1.56	240650	432	87.76	0



Resolution No. 7: Changing term of appointment of Mr. Manukant Chandulal Zota (DIN:02267804), Whole Time 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	11519485	0	0.00	0	0	0	0
	Poll	11519485	0	0.00	0	0	0	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	0	0.00	0	0	0	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	151040	1000	99.34	0
	Poll	6023867	122068	2.03	88494	432	72.50	0
	Ballot Paper	6023867	0	0.00	0	0	0.00	0
	Total	6023867	274108	4.55	239534	1432	87.39	0
Total		17543352	274108	1.56	239534	1432	87.39	0

Resolution No. 8: Changing term of appointment of Mr. Moxesh Ketanbhai Zota (DIN:07625219), 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	11519485	0	0.00	0	0	0	0
	Poll	11519485	0	0.00	0	0	0	0
	Ballot Paper	11519485	0	0	0	0	0	0
	Total	11519485	0	0.00	0	0	0	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	6023867	152040	2.52	152040	0	100.00	0
	Poll	6023867	121184	2.01	87610	432	72.30	0
	Ballot Paper	6023867	0	0.00	0	0	0.00	0
	Total	6023867	273224	4.54	239650	432	87.71	0
Total		17543352	273224	1.56	239650	432	87.71	0





RANJIT KEJRIWAL
Company Secretaries

1, Aashna, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, SURAT-395 002.
Tel.: 0261 - 2331123, 2355984 E-mail : rbksurat@gmail.com

Date :

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20(4) (xii) and Rule 21 of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Of 18th Annual General Meeting of the members of
Zota Health Care Limited held on 11th August, 2018
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

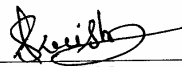
Sub.: Scrutinizer's report on E voting

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 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 18th 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 Saturday 11th August, 2018 at 11.00 AM.
2. At the 18th AGM of the Company held on 11th August, 2018, 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 18th 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:
- The e-voting period remained open from 08th August, 2018 at 9.30 a.m. to 10th August, 2018 at 5.00 p.m.
 - The members of the Company as on the "cut-off" date i.e 03rd August, 2018 were entitled to vote on the resolutions (item No. 01 to 08 as set out in the notice of the 18th AGM of the Company).
 - The votes cast were unblocked on 12th August, 2018 at 14.20 p.m. in the presence of 2 (Two) witnesses namely **Mr. Krishnavtar Gupta** and **Ms. Pratibha Banthia** 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. Krishnavtar Gupta**



Name: **Ms. Pratibha Banthia**

- 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 Central Depository Services (India) Limited (CDSL) i.e. <https://evotingindia.com>.
- 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, 2018:

"RESOLVED THAT the Balance sheet as on 31st March, 2018, 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	9	3276463	9	3276463	0	0	0	0
At AGM	72	1501258	50	1467684	1	432	21	33142
Total	81	4777721	59	4744147	1	432	21	33142



RESOLUTION NO. 2:

DECLARATION OF DIVIDEND ON EQUITY SHARES @30% i.e. RS. 3/- PER SHARE:

“RESOLVED THAT pursuant to the recommendation of Directors, divided @ Re. 3/- 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, 2018.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	9	3276463	9	3276463	0	0	0	0
At AGM	72	1501258	50	1467684	1	432	21	33142
Total	81	4777721	59	4744147	1	432	21	33142

RESOLUTION NO. 3:

RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:

“RESOLVED THAT Mr. Kamlesh RajnikantZota, Whole Time Director (Holding 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	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	4	152040	4	152040	0	0	0	0
At AGM	70	122068	48	88494	1	432	21	33142
Total	74	274108	52	240534	1	432	21	33142

RESOLUTION NO. 4:

RATIFICATION OF M/S D.S.M & Co, CHARTERED ACCOUNTANT AS A STATUTOY AUDITOR AND AUTHORIZE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION :

“RESOLVED THAT further to the resolution passed at the 17th Annual General Meeting held on 10th August, 2017 for the appointment of M/s D.S.M. & Co, Chartered Accountant as a statutory auditor and pursuant to provisions of section 139(1) & 142 of Companies Act, 2013 read with Companies Amendment Act, 2017 as of now there is no requirement of annual ratification of appointment of statutory auditor but under the resolution passed in 17th Annual General Meeting it is require to annually ratify appointment of statutory auditor hence Company is seeking members consent for ratification of appointment of a statutory auditor.”

“RESOLVED FURTHER THAT the tenure of statutory auditor shall be remain same as per resolution passed in 17th Annual General Meeting i.e. form the conclusion of 17th



Annual General Meeting till the conclusion of 22nd Annual General meeting but from next year no annual ratification for appointment of a statutory auditor shall be done.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	9	3276463	9	3276463	0	0	0	0
At AGM	72	1501258	50	1467684	1	432	21	33142
Total	81	4777721	59	4744147	1	432	21	33142

RESOLUTION NO. 5:

CHANGING TERM OF APPOINTMENT OF MR. HIMANSHUMUKTILALZOTA, WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if through fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** further to the resolution passed at the 14th Annual General Meeting held on 30th September, 2014 for the remuneration payable to Mr. Himanshu Muktilal Zota, Whole Time Director (DIN: 01097722) and pursuant to provisions of Sections 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under (including statutory modification and re-enactment thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Himanshu Muktilal Zota, Whole Time Director of the Company with effect from 1st August, 2018 for the remaining period of his present term of appointment upto 31st March, 2020, Company shall pay to Mr. Himanshu Muktilal Zota remuneration of Rs. 150,000/- per month and commission of 0.1% of annual turnover of the Company.”

“**RESOLVED FURTHER THAT** all other term of appointment shall be same as per his original appointment made in 14th Annual General Meeting held on 30th September, 2014.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and 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	4	152040	3	151040	1	1000	0	0
At AGM	70	122068	48	88494	1	432	21	33142
Total	74	274108	51	239534	2	1432	21	33142



RESOLUTION NO. 6:

Changing term of appointment of Mr. Kamlesh Rajnikant Zota, Whole Time Director of the Company:

To consider and if through fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** further to the resolution passed at the 14th Annual General Meeting held on 30th September, 2014 for the remuneration payable to Mr. Kamlesh Rajnikant Zota, Whole Time Director (DIN: 00822705) and pursuant to provisions of Sections 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under (including statutory modification and re-enactment thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Kamlesh Rajnikant Zota, Whole Time Director of the Company with effect from 1st August, 2018 for the remaining period of his present term of appointment upto 31st March, 2020, Company shall pay to Mr. Kamlesh Rajnikant Zota remuneration of Rs. 150,000/- per months and commission of 0.1% of annual turnover of the Company.”

“**RESOLVED FURTHER THAT** all other term of appointment shall be same as per his original appointment made in 14th Annual General Meeting held on 30th September, 2014.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and 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	4	152040	4	152040	0	0	0	0
At AGM	71	122184	49	88610	1	432	21	33142
Total	75	274224	53	240650	1	432	21	33142

RESOLUTION NO. 7:

CHANGING TERM OF APPOINTMENT OF MR. MANUKANTCHANDULALZOTA, WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if through fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** further to the resolution passed at the 14th Annual General Meeting held on 30th September, 2014 for the remuneration payable to Mr. Manukant Chandulal Zota, Whole Time Director (DIN: 02267804) and pursuant to provisions of Sections 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under (including statutory modification and re-enactment thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded for revision in the



remuneration payable to Mr. Manukant Chandulal Zota, Whole Time Director of the Company with effect from 1st August, 2018 for the remaining period of his present term of appointment upto 31st March, 2020, Company shall pay to Mr. Manukant Chandulal Zota remuneration of Rs. 150,000/- per months and commission of 0.1% of annual turnover of the Company.”

“RESOLVED FURTHER THAT all other term of appointment shall be same as per his original appointment made in 14th Annual General Meeting held on 30th September, 2014.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and 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	4	152040	3	151040	1	1000	0	0
At AGM	70	122068	48	88494	1	432	21	33142
Total	74	274108	51	239534	2	1432	21	33142

RESOLUTION NO. 8:

CHANGING TERM OF APPOINTMENT OF MR. MOXESH KETANBHAI ZOTA, MANAGING DIRECTOR OF THE COMPANY:

To consider and if through fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT further to the resolution passed at the 17th Annual General Meeting held on 10th August, 2017 for the remuneration payable to Mr. Moxesh Ketanbhai Zota, Managing Director (DIN: 07625219) and pursuant to provisions of Sections 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including statutory modification and re-enactment thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded for revision in the remuneration payable to Mr. Moxesh Ketanbhai Zota, Managing Director of the Company with effect from 1st August, 2018 for the remaining period of his present term of appointment upto 06th October, 2021, Company shall pay to Mr. Moxesh Ketanbhai Zota remuneration of Rs. 150,000/- per months and commission of 0.1% of annual turnover of the Company.”

“RESOLVED FURTHER THAT all other term of appointment shall be same as per his original appointment made in 17th Annual General Meeting held on 10th August, 2017.”

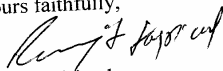
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	4	152040	4	152040	0	0	0	0
At AGM	70	121184	48	87610	1	432	21	33142
Total	74	273224	52	239650	1	432	21	33142

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: 13th August, 2018



ENCL: Ballot Papers - 72