

July 13, 2019

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: Declaration of Voting Results of an Extra Ordinary General Meeting (EGM) Dated July 12, 2019

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

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are enclosing herewith voting results of an Extra Ordinary General Meeting of the Company which was held on Friday, the 12th July, 2019 at 11:00 A.M. at the registered office of the company situated at Zota House, 2/896, Hira Modi street, Sagrampura, Surat - 395002, 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 EGM of the Company which was held on Friday, July 12, 2019. 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 resolution set out in the notice of the EGM have been duly approved by the shareholders with requisite majority.

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

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**



Ashvin Variya
(Company Secretary & Compliance Officer)

Place: Surat

Encl: a/a

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

Name of the Company	Zota Health Care Limited
Date of the Extra Ordinary General Meeting	July 12, 2019
Total number of shareholders on record date i.e. July 05, 2019	2201
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	6 14
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	0 0

Resolution No. 1: To increase the Authorised share capital of the company and amend the capital clause in the Memorandum of Association								
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	11905730	4677684	39.29	4677684	0	100	0
	Poll		0	0	0	0	0	0
	Ballot Paper	11905730	375600	3.15	375600	0	100	0
	Total		5053284	42.44	5053284	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	5637622	108200	1.92	108200	0	100	0
	Poll		0	0.00	0	0	0	0
	Ballot Paper	5637622	21114	0.37	16094	0	76.22	0
	Total		129314	2.29	124294	0	96.12	0
Total		17543352	5182598	29.54	5177578	0	99.90	0

Resolution No. 2: To approve the issuance of Bonus Shares								
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	11905730	4677684	39.29	4677684	0	100	0
	Poll		0	0	0	0	0	0
	Ballot Paper	11905730	375600	3.15	375600	0	100	0
	Total		5053284	42.44	5053284	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Ballot Paper	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	5637622	108200	1.92	108200	0	100	0
	Poll		0	0.00	0	0	0	0
	Ballot Paper	5637622	21114	0.37	13824	0	65.47	0
	Total		129314	2.29	122024	0	94.36	0
Total		17543352	5182598	29.54	5175308	0	99.86	0





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 Extraordinary General Meeting of the members of
Zota Health Care Limited held on 12th July, 2019
at Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat – 395002, Gujarat. At 11.00 A.M.

Dear Sir

Sub.: Scrutinizer's report on E voting and 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 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 Extraordinary General Meeting (EGM) of the members of the company, held at 11.00 a.m. at Zota House, 2/896, Hira Modi Street, Sagrampura, Surat-395002, Gujarat on Friday 12th July, 2019 at 11.00 AM.
2. At the EGM of the Company held on 12th July, 2019, 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 EGM 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 EGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and ballot process at the EGM 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 09th July, 2019 at 9.30 a.m. to 11th July, 2019 at 5.00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e 05th July, 2019 were entitled to vote on the resolutions (item No. 01 to 02 as set out in the notice of the EGM of the Company).
- (iii) The votes cast were unblocked on 13th July, 2019 at 10.32 a.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Sonal Torani** 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. Sonal Torani**

- (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 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 INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) equity shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lacs) equity shares of Rs. 10/- each."

"RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:



V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) equity shares of Rupees 10/- (Ten Only) each."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	6	4785884	6	4785884	0	0	0	0
At EGM	16	396714	10	391694	0	0	6	5020
Total	22	5182598	16	5177578	0	0	6	5020

This resolution is passed as a Special Resolution.

RESOLUTION NO. 2:

TO APPROVE THE ISSUANCE OF BONUS SHARES

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for issue upto 7,017,341 equity shares of Rs. 10/- each as bonus shares of an aggregate nominal value upto Rs. 70,173,410/- (Rupees Seven Crore One Lac Seventy Three Thousand Four Hundred and Ten Only), as bonus shares to the shareholders out of the Securities Premium Account."

"RESOLVED FURTHER THAT:

- The bonus issue of shares will be made in the ratio of 4:10 [i.e. 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held.] to the shareholders on such date (Record Date) as may be determined by the board of director(s) after approval of Shareholders in general meeting.
- The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.
- No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorised to do all acts, deeds,



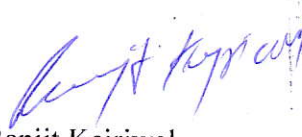
matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	6	4785884	6	4785884	0	0	0	0
At EGM	16	396714	8	389424	0	0	8	7290
Total	22	5182598	14	5175308	0	0	8	7290

This resolution is passed as a Special Resolution.

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 July, 2019



ENCL: Ballot Papers - 16