

June 20, 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 Postal Ballot (including voting by electronic means)

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, Zota Health Care Limited (the "Company") are enclosing herewith voting results of the Postal Ballot (including voting by electronic means).

Further, the Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretaries, as a Scrutinizer for the purpose of conducting Postal Ballot/E-voting Process in fair and transparent manner. The copy of the Scrutinizer's Report received from him is also enclosed herewith.

We further wish to inform that based on Scrutinizer's Report, all the resolutions set out in the Postal Ballot Notice dated May 10, 2019 have been duly approved by the shareholders with requisite majority and effective from June 18, 2019 i.e. last date of receipt of postal ballot forms/ e-voting.

The aforesaid voting result on Postal Ballot along with Scrutinizer's Report is placed on the website of the Company i.e. at www.zotahealthcare.com and is also placed 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

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

Postal Ballot Voting Results

Name of the Company	Zota Health Care Limited
Date of the Postal Ballot	June 18, 2019 (Voting start date: May 20, 2019 to June 18, 2019 till 5:00 p.m)
Total number of shareholders on May 11, 2019 i.e. Cut Off date for voting	2173
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable

Resolution No. 1: Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.								
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	11885133	2864514	24.10	2864514	0	100	0
	Poll		0	0	0	0	0	0
	Ballot Paper		25600	0.22	25600	0	100	0
	Total	11885133	2890114	24.32	2890114	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
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	5658219	286500	5.06	286500	0	100	0
	Poll		0	0.00	0	0	0	0
	Ballot Paper		87060	1.54	63908	0	73.41	0
	Total	5658219	373560	6.60	350408	0	93.80	0
Total		17543352	3263674	18.60	3240522	0	99.29	0

Resolution No. 2: Appointment of M/s S. R. Somani & Co., Chartered Accountants, as 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	11885133	5399207	45.43	5399207	0	100	0
	Poll		0	0	0	0	0	0
	Ballot Paper		25600	0.22	25600	0	100	0
	Total	11885133	5424807	45.64	5424807	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
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	5658219	285500	5.05	285500	0	100	0
	Poll		0	0.00	0	0	0	0
	Ballot Paper		87060	1.54	63908	0	73.41	0
	Total	5658219	372560	6.58	349408	0	93.79	0
Total		17543352	5797367	33.05	5774215	0	99.60	0



Date :

SCRUTINIZER'S REPORT

[Pursuant to section 108 and 110 of the Companies Act, 2013
And Rule 20(4) (xii) and Rule 22 of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Zota Health Care Limited
Zota House, 2/896 Hira Modi Street,
Sagrampura, Surat-395002, Gujarat.

Dear Sir

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

1. I, Ranjit Kejriwal, 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 Postal Ballot and ascertaining the requisite majority on remote e-voting / Postal Ballot process carried out as per 108 and 110 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Postal Ballot Notice as detailed below:

Sr. No.	Type of Resolution	Particulars
1	Special Resolution	Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.
2	Ordinary Resolution	Appointment of M/s S. R. Somani & Co., Chartered Accountants, as Statutory Auditor of the company.

2. For the above mentioned resolution, the Company has also provided facility for voting by E-Voting to the members, who have not already cast their vote by postal ballot. The chairman of the Board 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 made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and Postal ballot process conducted for the resolutions contained in the Postal Notice of the Company. My responsibility as a scrutinizer for the remote e-voting and postal ballot process is restricted to ensure that the voting process is conducted in a fair and transparent manner and 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 and postal ballot forms received till the closure of working hour i.e 5.00 pm on 18th June, 2019.

4. Further to the above, I submit my reports as under:

(i) the company had dispatched the postal ballot notice dated May 10, 2019 under section 110 of the companies Act, 2013 along with the postal ballot forms and self addressed postage prepaid envelope to the members of the company whose names appeared on the register of Members/ List of beneficiaries as on cut-off date May 11, 2019.

(ii) The e-voting and Postal ballot period was from 20th May, 2019 at 9.30 a.m. to 18th June, 2019 at 5.00 p.m.

(iii) The members of the Company as on the "cut-off" date i.e 11th May, 2019 were entitled to vote on the resolutions (item No. 01 and 02 as set out in the Postal Ballot notice of the Company).

(iv) After the time fixed for the e-voting i.e 5.00 pm on Tuesday, June 18, 2019, the votes were unblocked on the e-voting website of the Central Depository Services (India) Limited (CDSL) on Wednesday June 19, 2019 at 10.24 am in presence of two witness 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**

(v) The Physical Postal Ballot forms received till the time fixed for closing of the postal ballot i.e. 5:00 P.M. on Tuesday June 18, 2019 were diligently scrutinized and reconciled with the record maintained by the company's registrar and transfer agent i.e. M/s. Satellite Corporate Services Private Limited.

(vi) 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>.

(vii) In case where the members who have exercised their vote in physical ballot as well as electronic mode, the vote by electronic mode only has been considered as specified in the Postal Ballot Notice.



(viii) The physical Postal ballot forms received after the time fixed for closing of the postal ballot i.e 5.00 pm on Tuesday, June 18, 2019 have not been opened and accordingly have not been considered for voting.

(ix) The combined result of remote e-voting and postal ballot is as under:

RESOLUTION NO. 1:

Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company’s present listing from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

RESOLVED FURTHER THAT the Board of directors and the Company Secretary of the Company be and are hereby authorized jointly and / or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

RESOLVED FURTHER THAT the Board of directors and the Company Secretary of the Company be and are hereby authorized jointly and / or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

Mode		Ballots received	Total Shares	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	Promoter	2	2405491	2	2405491	0	0	0	0
	Promoter Group	1	459023	1	459023	0	0	0	0
	Non Promoter	16	286500	16	286500	0	0	0	0
Postal Ballot	Promoter	0	0	0	0	0	0	0	0
	Promoter Group	1	25600	1	25600	0	0	0	0
	Non Promoter	17	87060	9	63908	0	0	8	23152
Total		37	3263674	29	3240522	0	0	8	23152



This resolution is passed as a special resolution as votes cast by shareholders other than promoters in favour of the proposal are more than 2 times the number of votes cast by shareholders other than promoter shareholders against the proposal.

RESOLUTION NO. 2:

Appointment of M/s S. R. Somani & Co., Chartered Accountants, as Statutory Auditor of the company

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification and re-enactments, for the time being in force) M/s S. R. Somani & Co., Chartered Accountants, having firm registration no. 110367W, be and is hereby appointed as Statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s D S M & Co.

RESOLVED FURTHER THAT M/s S. R. Somani & Co., Chartered Accountants, having firm registration no. 110367W shall hold office upto the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of company and they shall conduct the Statutory Audit for the financial year ended on March 31, 2019.

RESOLVED FURTHER THAT the Board of directors and the Company Secretary 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	Promoter	3	4590184	3	4590184	0	0	0	0
	Promoter Group	2	809023	2	809023	0	0	0	0
	Non Promoter	15	285500	15	285500	0	0	0	0
Postal Ballot	Promoter	0	0	0	0	0	0	0	0
	Promoter Group	1	25600	1	25600	0	0	0	0
	Non Promoter	17	87060	9	63908	0	0	8	23152
Total		38	5797367	30	5774215	0	0	8	23152

This resolution is passed as an Ordinary resolution.



The physical postal ballot forms received together with sealed envelope of Postal Ballot late received are enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,

Yours faithfully,



Ranjit Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985
Place: Surat
Date: 19th June, 2019

