

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 19<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 21, 2019**

**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 19<sup>th</sup> Annual General Meeting of the Company which was held on Saturday, September 21, 2019 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 19<sup>th</sup> Annual General Meeting of the Company which was held on Saturday, September 21, 2019. 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 19<sup>th</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority.

The aforesaid voting result on 19<sup>th</sup> Annual General Meeting is available on [www.zotahealthcare.com](http://www.zotahealthcare.com) the official website of the Company and is also place at the register office of the Company for shareholders information

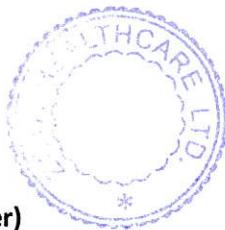
This is for your information and record.

Thanking you,

Yours faithfully,

**For Zota Health Care Limited**

  
**Ashvin Variya**  
**(Company Secretary & Compliance Officer)**  
**Place: Surat**  
**Encl: a/a**



**Registered Office :**

Zota House, 2/896, Hira Modi Street,  
Sagrampura, Surat - 395 002 | Ph: +91 261 2331601  
Email: [info@zotahealthcare.com](mailto:info@zotahealthcare.com)  
Web : [www.zotahealthcare.com](http://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 - 19<sup>th</sup> Annual General Meeting

<b>Date of the AGM/EGM</b>	21/09/2019
<b>Total number of shareholders on record date</b>	2322
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	9
Public	50
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Total number of shareholders on record date	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, 2019, together with the Reports of the Board of Directors and Auditor thereon.**

<b>Resolution required: (Ordinary/ Special)</b>						Ordinary		
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>						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
<b>Promoter and Promoter Group</b>	E-Voting	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360.00	0	100	0
	<b>Total</b>	<b>17111571</b>	<b>3847652</b>	<b>22.49</b>	<b>3847652</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Institutions</b>	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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Non Institutions</b>	E-Voting	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0
	<b>Total</b>	<b>7448756</b>	<b>553105</b>	<b>7.43</b>	<b>359382</b>	<b>0</b>	<b>64.98</b>	<b>0.00</b>
<b>Total</b>		<b>24560327</b>	<b>4400757</b>	<b>17.92</b>	<b>4207034</b>	<b>0</b>	<b>95.60</b>	<b>0.00</b>

**Resolution No. 2: . Declare dividend on equity shares @10% i.e. Re. 1 per share.**

<b>Resolution required: (Ordinary/ Special)</b>						Ordinary		
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>						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
<b>Promoter and Promoter Group</b>	E-Voting	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	<b>Total</b>	<b>17111571</b>	<b>3847652</b>	<b>22.49</b>	<b>3847652</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public - Institutions</b>	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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Non Institutions</b>	E-Voting	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	284564	3.82	90841	0	31.92	0
	<b>Total</b>	<b>7448756</b>	<b>551543</b>	<b>7.40</b>	<b>357820</b>	<b>0</b>	<b>64.88</b>	<b>0.00</b>
<b>Total</b>		<b>24560327</b>	<b>4399195</b>	<b>17.91</b>	<b>4205472</b>	<b>0</b>	<b>95.60</b>	<b>0.00</b>





**Resolution No. 3: Re-appointment of Mr. Ketankumar Chandulal Zota (DIN:00822594) as a Director of the Company who retire by rotation**

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	Total	17111571	3847652	22.49	3847652	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	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	285763	3.84	90640	1400	31.72	0.49
	Total	7448756	552742	7.42	357619	1400	64.70	0.25
Total		24560327	4400394	17.92	4205271	1400	95.57	0.03

**Resolution No. 4: Appointment of M/s Shivangi Parekh & Co., Chartered Accountant, having firm registration no. 131449W, as a Statutory Auditor of the Company**

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	Total	17111571	3847652	22.49	3847652	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	7448756	266979	3.58	265579	1400	99.48	0.52
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0
	Total	7448756	553105	7.43	357982	1400	64.72	0.25
Total		24560327	4400757	17.92	4205634	1400	95.57	0.03

**Resolution No. 5: Appointment of Mrs. Bhumi Maulik Doshi (DIN: 08456082) as Non-Executive Independent Director of the Company**

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	Total	17111571	3847652	22.49	3847652	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	7448756	266979	3.58	265579	1400	99.48	0.52
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	285219	3.83	92403	0	32.40	0
	Total	7448756	552198	7.41	357982	1400	64.83	0.25
Total		24560327	4399850	17.91	4205634	1400	95.59	0.03





Resolution No. 6: Appointment of Mr. Vitrag Sureshkumar Modi (DIN:08457204) as Non-Executive Independent Director 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	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	Total	17111571	3847652	22.49	3847652	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	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0
	Total	7448756	553105	7.43	359382	0	64.98	0.00
Total		24560327	4400757	17.92	4207034	0	95.60	0.00

Resolution No. 7: Re-appointment of Mr. Kamlesh Rajanikant Zota (DIN:00822705) as a 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	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	Total	17111571	3847652	22.49	3847652	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	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0
	Total	7448756	553105	7.43	359382	0	64.98	0.00
Total		24560327	4400757	17.92	4207034	0	95.60	0.00

Resolution No. 8: Re-appointment of Mr. Himanshu Muktilal Zota (DIN:01097722) as a 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	17111571	35840	0.21	35840	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	0	0	0	0
	Total	17111571	39200	0.23	35840	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	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0
	Total	7448756	553105	7.43	359382	0	64.98	0.00
Total		24560327	592305	2.41	395222	0	66.73	0.00





**Resolution No. 9: Re-appointment of Mr. Manukant Chandulal Zota (DIN:02267804) as a Whole-time 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	17111571	3808452	22.26	3808452	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	<b>Total</b>	<b>17111571</b>	<b>3811812</b>	<b>22.28</b>	<b>3811812</b>	<b>0</b>	<b>100</b>	<b>0</b>
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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0
	<b>Total</b>	<b>7448756</b>	<b>553105</b>	<b>7.43</b>	<b>359382</b>	<b>0</b>	<b>64.98</b>	<b>0.00</b>
<b>Total</b>		<b>24560327</b>	<b>4364917</b>	<b>17.77</b>	<b>4171194</b>	<b>0</b>	<b>95.56</b>	<b>0.00</b>

**Resolution No. 10: Appointment of Mr. Dhiren Prafulbhai Shah (DIN: 08536409) as an Independent Non-Executive Director of the Company**

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	<b>Total</b>	<b>17111571</b>	<b>3847652</b>	<b>22.49</b>	<b>3847652</b>	<b>0</b>	<b>100</b>	<b>0</b>
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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	7448756	266979	3.58	265579	1400	99.48	0.52
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	91003	1400	31.81	0.49
	<b>Total</b>	<b>7448756</b>	<b>553105</b>	<b>7.43</b>	<b>356582</b>	<b>2800</b>	<b>64.47</b>	<b>0.51</b>
<b>Total</b>		<b>24560327</b>	<b>4400757</b>	<b>17.92</b>	<b>4204234</b>	<b>2800</b>	<b>95.53</b>	<b>0.06</b>

**Resolution No. 11: Appointment of Mrs. Jayshreeben Nileshkumar Mehta (DIN: 08536399) as an Independent Non-Executive Director of the Company**

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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	17111571	3844292	22.47	3844292	0	100	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	<b>Total</b>	<b>17111571</b>	<b>3847652</b>	<b>22.49</b>	<b>3847652</b>	<b>0</b>	<b>100</b>	<b>0</b>
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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	91003	1400	31.81	0.49
	<b>Total</b>	<b>7448756</b>	<b>553105</b>	<b>7.43</b>	<b>357982</b>	<b>1400</b>	<b>64.72</b>	<b>0.25</b>
<b>Total</b>		<b>24560327</b>	<b>4400757</b>	<b>17.92</b>	<b>4205634</b>	<b>1400</b>	<b>95.57</b>	<b>0.03</b>



Resolution No. 12: Approval of Related Party Transactions								
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?						Ordinary		
						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	17111571	0	0.00	0	0	0	0
	Poll	17111571	0	0.00	0	0	0	0
	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	Total	17111571	3360	0.02	3360	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	7448756	266979	3.58	266979	0	100	0
	Poll	7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0
	Total	7448756	553105	7.43	359382	0	64.98	0.00
Total		24560327	556465	2.27	362742	0	65.19	0.00





**RANJIT KEJRIWAL**  
**Company Secretaries**

1, Aastha, 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 19<sup>th</sup> Annual General Meeting of the members of  
Zota Health Care Limited held on 21<sup>st</sup> September, 2019  
at The Southern Gujarat Chamber of Commerce & Industry,  
1<sup>st</sup> Floor, 'Samruddhi Hall', Makkai Pool,  
Nanpura, Surat-395001 Gujarat. At 11.00 A.M.

Dear Sir

**Sub.: Scrutinizer's report on E voting/ 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)(xi) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting (AGM) of the members of the company, held at 11.00 a.m. at The Southern Gujarat Chamber of Commerce & Industry, 1<sup>st</sup> Floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat-395001, Gujarat on Saturday 21<sup>st</sup> September, 2019 at 11.00 AM.
2. At the 19<sup>th</sup> AGM of the Company held on 21<sup>st</sup> September, 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 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 19<sup>th</sup> 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

Page 1 of 9



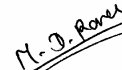
Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.

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

- (i) The e-voting period remained open from 18<sup>th</sup> September, 2019 at 9.30 a.m. to 20<sup>th</sup> September, 2019 at 5.00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e 13<sup>th</sup> September, 2019 were entitled to vote on the resolutions (item No. 01 to 12 as set out in the notice of the 19<sup>th</sup> AGM of the Company).
- (iii) The votes cast were unblocked on 22<sup>nd</sup> September, 2019 at 11.26 a.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Mitali Rana** 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. Mitali Rana**

- (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 RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITOR THEREON:**

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	4111271	11	4111271	0	0	0	0
At AGM	41	289486	28	95763	0	0	13	193723
<b>Total</b>	<b>52</b>	<b>4400757</b>	<b>39</b>	<b>4207034</b>	<b>0</b>	<b>0</b>	<b>13</b>	<b>193723</b>

**RESOLUTION NO. 2:**

**DECLARATION OF DIVIDEND ON EQUITY SHARES @10% i.e. RS. 1/- PER SHARE:**





Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	4111271	11	4111271	0	0	0	0
At AGM	39	287924	26	94201	0	0	13	193723
<b>Total</b>	<b>50</b>	<b>4399195</b>	<b>37</b>	<b>4205472</b>	<b>0</b>	<b>0</b>	<b>13</b>	<b>193723</b>

**RESOLUTION NO. 3:**

**TO APPOINT A DIRECTOR IN PLACE OF MR. KETANKUMAR CHANDULAL ZOTA, DIRECTOR (HOLDING DIN-00822594), WHO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT:**

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	4111271	11	4111271	0	0	0	0
At AGM	39	289123	25	94000	1	1400	13	193723
<b>Total</b>	<b>50</b>	<b>4400394</b>	<b>36</b>	<b>4205271</b>	<b>1</b>	<b>1400</b>	<b>13</b>	<b>193723</b>

**RESOLUTION NO. 4:**

**APPOINTMENT OF STATUTORY AUDITOR AND AUTHORISE DIRECTORS TO APPROVE THEIR REMUNERATION:**

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

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Shivangi Parekh & Co., Chartered Accountant, (Firm Registration No.131449W) be and is hereby appointed as the Statutory Auditors of the Company for the period of consecutive five years commencing from the conclusion of this 19<sup>th</sup> Annual General Meeting till the conclusion of 24<sup>th</sup> Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	4111271	10	4109871	1	1400	0	0
At AGM	41	289486	28	95763	0	0	13	193723
<b>Total</b>	<b>52</b>	<b>4400757</b>	<b>38</b>	<b>4205634</b>	<b>1</b>	<b>1400</b>	<b>13</b>	<b>193723</b>



**RESOLUTION NO. 5:**

**APPOINTMENT OF MRS. BHUMI MAULIK DOSHI, AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of section 149 and 152 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. Bhumi Maulik Doshi (DIN: 08456082), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> May, 2019 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 be and is hereby appointed as a Non-Executive Independent Director of the Company for the period of five years starting from 30<sup>th</sup> May, 2019 to 29<sup>th</sup> May, 2024 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
Electronic	11	4111271	10	4109871	1	1400	0	0
At AGM	40	288579	28	95763	0	0	12	192816
<b>Total</b>	<b>51</b>	<b>4399850</b>	<b>38</b>	<b>4205634</b>	<b>1</b>	<b>1400</b>	<b>12</b>	<b>192816</b>

**RESOLUTION NO. 6:**

**APPOINTMENT OF MR. VITRAG SURESHKUMAR MODI, AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of section 149 and 152 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, Mr. Vitrag Sureshkumar Modi (DIN: 08457204), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> May, 2019 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 be and is hereby appointed as a Non-Executive Independent Director of the Company for the period of five years starting from 30<sup>th</sup> May, 2019 to 29<sup>th</sup> May, 2024 and he 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 Ballots	Favour Votes	Against Ballots	Against Votes	Invalid Ballots	Invalid Votes
Electronic	11	4111271	11	4111271	0	0	0	0
At AGM	41	289486	28	95763	0	0	13	193723
<b>Total</b>	<b>52</b>	<b>4400757</b>	<b>39</b>	<b>4207034</b>	<b>0</b>	<b>0</b>	<b>13</b>	<b>193723</b>

**RESOLUTION NO. 7:**

**RE-APPOINTMENT OF MR. KAMLESH RAJNIKAT ZOTA, AS A 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** Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable laws, if any, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kamlesh Rajanikant Zota (DIN: 00822705) as Whole-time Director of the Company for the further period of five years from the expiry of his present term, that is with effect from April 01, 2020 to March 31, 2025, liable to retire by rotation. Company shall pay to Mr. Kamlesh Rajanikant Zota remuneration of Rs. 150,000/- per month and commission of 0.1% of annual turnover of the Company.”

“**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 Ballots	Favour Votes	Against Ballots	Against Votes	Invalid Ballots	Invalid Votes
Electronic	11	4111271	11	4111271	0	0	0	0
At AGM	41	289486	28	95763	0	0	13	193723
<b>Total</b>	<b>52</b>	<b>4400757</b>	<b>39</b>	<b>4207034</b>	<b>0</b>	<b>0</b>	<b>13</b>	<b>193723</b>



**RESOLUTION NO. 8:**

**RE-APPOINTMENT OF MR. HIMANSHU MUKTILAL ZOTA, AS A 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** Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable laws, if any, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Himanshu Muktilal Zota (DIN:01097722) as Whole-time Director of the Company for the further period of five years from the expiry of his present term, that is with effect from April 01, 2020 to March 31, 2025, liable to retire by rotation. Company shall pay to Mr. Himanshu Muktilal Zota remuneration of Rs. 150,000/- per month and commission of 0.1% of annual turnover of these Company.”

**“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	9	302819	9	302819	0	0	0	0
At AGM	41	289486	27	92403	0	0	14	197083
<b>Total</b>	<b>50</b>	<b>592305</b>	<b>36</b>	<b>395222</b>	<b>0</b>	<b>0</b>	<b>14</b>	<b>197083</b>

**RESOLUTION NO. 9:**

**RE-APPOINTMENT OF MR. MANUKANT CHANDULAL ZOTA, AS A 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** Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable laws, if any, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Manukant Chandulal Zota (DIN:02267804) as Whole-time Director of the Company for the further period of five years from the expiry of his present term, that is with effect from April 01, 2020 to March 31, 2025. Company shall pay to Mr. Manukant Chandulal Zota remuneration of Rs. 150,000/- per month and commission of 0.1% of annual turnover of the Company.”

Page 6 of 9





**“RESOLVED FURTHER THAT** on April 17, 2021 Mr. Manukant Chandulal Zota shall attended the age of seventy years, approval of the members be and is hereby sought for continuing him as a Whole-time Director of the Company after attending the age of retirement as aforementioned.”

**“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	10	4075431	10	4075431	0	0	0	0
At AGM	41	289486	28	95763	0	0	13	193723
<b>Total</b>	<b>51</b>	<b>4364917</b>	<b>38</b>	<b>4171194</b>	<b>0</b>	<b>0</b>	<b>13</b>	<b>193723</b>

**RESOLUTION NO. 10:**

**APPOINTMENT OF MR. DHIREN PRAFULBHAI SHAH, AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), and any other applicable laws, if any, consent of the Members be and is hereby accorded to appoint Mr. Dhiren Prafulbhai Shah (DIN: 08536409) as an Independent Non-Executive director on the Board of the Company to hold office for a term of 5 consecutive years commencing from the conclusion of this 19<sup>th</sup> Annual General Meeting that is with effect from September 21, 2019 till September 20, 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	4111271	10	4109871	1	1400	0	0
At AGM	41	289486	27	94363	1	1400	13	193723
<b>Total</b>	<b>52</b>	<b>4400757</b>	<b>37</b>	<b>4204234</b>	<b>2</b>	<b>2800</b>	<b>13</b>	<b>193723</b>



**RESOLUTION NO. 11:****APPOINTMENT OF MRS. JAYSHREEBEN NILESHKUMAR MEHTA, AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), and any other applicable laws, if any, consent of the Members be and is hereby accorded to appoint Mrs. Jayshreeben Nileshkumar Mehta (DIN: 08536399) as an Independent Non-Executive director on the Board of the Company to hold office for a term of 5 consecutive years commencing from the conclusion of this 19<sup>th</sup> Annual General Meeting that is with effect from September 21, 2019 till September 20, 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	4111271	11	4111271	0	0	0	0
At AGM	41	289486	27	94363	1	1400	13	193723
<b>Total</b>	<b>52</b>	<b>4400757</b>	<b>38</b>	<b>4205634</b>	<b>1</b>	<b>1400</b>	<b>13</b>	<b>193723</b>

**RESOLUTION NO. 12:****APPROVAL OF RELATED PARTY TRANSACTION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 read with Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modifications or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015and any other applicable laws, if any, approval of the Members be and is hereby accorded for below mentioned related party transactions:

- a) continuing the existing related party transaction(s) with respect to re-appointing Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota as the Whole-time Directors of the Company, as detailed explained in Explanatory Statement;





- b) approve the relate party transaction already been entered with Mr. Moxesh Ketanbhai Zota, for holding office of Managing Director of the Company, as detailed explained in Explanatory Statement.”


“**RESOLVED FURTHER THAT** the above related party transaction(s) to be entered and already been entered either individually or collectively may exceed the threshold for material related party transactions or 10% of total turnover or 10% of net worth of the Company and is done at arm’s length basis.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	8	266979	8	266979	0	0	0	0
At AGM	41	289486	28	95763	0	0	13	193723
<b>Total</b>	<b>49</b>	<b>556465</b>	<b>36</b>	<b>362742</b>	<b>0</b>	<b>0</b>	<b>13</b>	<b>193723</b>

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  
UDIN: F006116A000013343  
Place: Surat  
Date: 22<sup>nd</sup> September, 2019



ENCL: Ballot Papers