

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 <a href="www.zotahealthcare.com">www.zotahealthcare.com</a> 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 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

CIN: L24231GJ2000PLC038352

Voting Results - 19th Annual General Meeting

Date of the AGM/EGM	21/09/2019	
Total number of shareholders on record date		
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group  Public	9	
No. of Shareholders attended the meeting through Video Conferencing  Total number of shareholders on record date  Public	NIL	

Resolution re	quired: (Ordinary/	Special)				Ordinary		
Whether prom	noter/ promoter gr	roup are intereste	ed 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	votes polled
Promoter	E-Voting	17111571	3844292	22.47	3844292	0	100	C
and Promoter	Poll	17111571	0	0.00	0	0	0	0
Cloub _	Ballot Paper	17111571	3360	0.02	3360.00	0	100	0
To	Total	17111571	3847652	22.49	3847652	0	100	0
	E-Voting	0	0	0	0	0	0	0
Public -	Poll	0	0	0	0	0	0	0
Institutions	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting	7448756	266979	3.58	266979	0	100	0
Public - Non	Poll	7448756	0	0.00	0	0	0.00	0 00
nstitutions Ba	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0.00
_	Total	7448756	553105	7.43	359382	0		0
Total		24560327	4400757	17.92	4207034	0	64.98 95.60	0.00

Resolution N	o. 2: . Declare divi	dend on equity s	hares @10% i.e.	Re. 1 per share.				
Resolution re	quired: (Ordinary	/ Special)				Ordinary		
Whether pron	noter/ promoter g	roup are intereste	ed 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)	10	% of votes in favour on votes polled (6)=[(4)/(2)]*100	votes polled
Promoter	E-Voting	17111571	3844292	22.47	3844292	0	100	0
and Promoter		17111571	0	0.00	0	0	0	0
Group	Ballot Paper	17111571	3360	0.02	3360	0	100	0
	Total	17111571	3847652	22.49	3847652	0	100	0
	E-Voting	0	0	0	0	0		0
Public -	Poll	0	0	0	0		0	0
Institutions	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0		0
	E-Voting	7448756	266979	3.58	000070	0	0	0
Public - Non	Poll	7448756	0		266979	0	100	0
Institutions	Ballot Paper	7448756	284564	0.00	0	0	0.00	0.00
В	Total	7448756	The state of the s	3.82	90841	0	31.92	0
Total	1000	24560327	551543	7.40	357820	0	64.88	0.00
Total		24560327	4399195	17.91	4205472	0	95.60	0.00



Resolution re	equired: (Ordinary)	(Special)		Zota (DIN:00822594) as				
Whether pror	noter/ promoter g	roup are intereste	d in the agenda/	ropolutio-2		Ordinary		
			and 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)]*10
Promoter	Dell	17111571	3844292	22.47	3844292	0		( ) L(-)-(-)1 10
and Promoter		17111571	' 0	0.00	0		100	
Group	Ballot Paper	17111571	3360	0.02	- v	- 0	0	
	Total	17111571	3847652		3360	0	100	(
	E-Voting	0	0	22.49	3847652	0	100	(
Public -	Poll	0	0	0	0	0	0	
nstitutions	Ballot Paper	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	
	E-Voting	7440750	0	0	0	0	0	
ublic - Non	Poll	7448756	266979	3.58	266979	0	100	
		7448756	0	0.00	0	0		0
	Ballot Paper	7448756	285763	3.84	90640	4455	0.00	0.00
	Total	7448756	552742	7.42		1400	31.72	0.49
otal		24560327	4400394		357619	1400	64.70	0.25
			. 700034	17.92	4205271	1400	95.57	0.03

Resolution re	equired: (Ordinary	/ Special)		nartered Accountant, hav			,	y Auditor of th
Whether pro	noter/ promoter g	TOUD are interest	ad in the annual			Ordinary		
		The model of the	od in the agenda/	resolution?		No	W. a.	
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	votes polled
Promoter	E-Voting	17111571	3844292	22.47	3844292		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*10
and Promoter	Poll	17111571	0	0.00	3044292	0	100	
Group	Ballot Paper	17111571	3360		0	0	0	
	Total	17111571	3847652	0.02	3360	0	100	
	E-Voting	0	0047032	22.49	3847652	0	100	
Public -	Poll	0	- 0	0	0	0	0	
nstitutions	Ballot Paper	0	- 0	0	0	0	0	
	Total	0	- 0	0	0	0	0	
	E-Voting	7440774	0	0	0	0	0	
	Poll	7448756	266979	3.58	265579	1400	00.40	
-41441.	100000	7448756	0	0.00	0	1400	99.48	0.5
	Ballot Paper	7448756	286126	3.84	92403	U	0.00	0.00
	Total	7448756	553105	7.43		0	32.29	
otal		24560327	4400757	17.92	357982	1400	64.72	0.25
	5-90-0			17.92	4205634	1400	95.57	0.03

Category   Mode of Voting   No. of shares   No. of votes   Polled   (1)   No. of votes   Polled   (2)   No. of votes   (3)=[(2)/(1)]* 100   No. of votes   Against   (5)   No. of votes   Against   Against			- company	Ordinary		N: 08456082) as Non-Exe		opecial)	equired: (Ordinary	Whather prop
Category   Mode of Voting						resolution?	d in the agenda/i	roup are intereste	noter/ promoter gr	vinetier profi
Poll   17111571   0   0.00   0   0   0   0   0   0   0	of votes gainst on tes polled	s	favour on votes polled	No. of votes against	No. of votes in favour	% of Votes Polled on outstanding shares	No. of votes polled	No. of shares held	Mode of Voting	78 C
Poll   17111571   0   0.00   0   0   0   0   0   0   0	(5)/(2)]*100	0 (7	(0)-[(4)/(2)] 100		2044000	22.47	3844292	17111571		Promoter
Saliot Paper   17111571   3360   0.02   3360   0   100	(	0	100	- 0			Ö	17111571		and Promoter
Total   17111571   3847652   22.49   3847652   0   - 100		0	0	0			3360	17111571	Ballot Paper.	Group
E-Voting   0   0   0   0   0   0   0   0   0	C	0	100	0				17111571	Total	
Salict Paper   0   0   0   0   0   0   0   0   0	0	0	- 100	0	3847652	22.49	0047002	0	E-Voting	
Desire   Paper		0	0	0	0	0	0	0	Poll	A CONTRACTOR OF THE PARTY OF TH
Total   0   0   0   0   0   0   0   0   0		0	0	0	0	0	0	0	Ballot Paper	nstitutions
Public - Non netitutions         Poll         7448756         0         0.00         0         0         0.00           Ballot Paper         7448756         285219         3.83         92403         0         32.40			0	0	0	0	0	0		
Public - Non netitutions         Poll         7448756         0         0.00         0         0         0.00           Ballot Paper         7448756         285219         3.83         92403         0         32.40		1	0	0	0	0	0	7449756	E-Voting	
Destitutions         Ballot Paper         7448756         285219         3.83         92403         0         32.40           Total         7448756         552198         744	0.50	2	99.48	1400	265579	3.58				
Total 7448756 552198 7.44	0.52	-			0	0.00	-		Ballot Paper	nstitutions
7440756 552198 7.41	0.00	-		0	92403	3.83				1
OTAL   30/982 1400 2401	0	_		1400	357982	7.41	552198		· out	otal
24560327 4399850 17.91 4205634 1400 64.83 95.59	0.25	-			1 West to the second	17.91	4399850	24560327		

Resolution re	equired: (Ordinary)	/ Special)		(DIN:08457204) as Non-	Executive maep		r of the Compan	у
Whether pro	noter/ promoter g	roup are intereste	ed in the agendal	roadutt- 0		Ordinary		
			o in the agentia/	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	votes polled
Promoter	E-Voting	17111571	3844292	22.47	3844292	0		
and Promoter	Poll	17111571	· 0	0.00	0044292	0	100	C
Group	Ballot Paper	17111571	3360	0.02	2222	0	0	
	Total	17111571	3847652		3360	0	100	
	E-Voting	o	0	22.49	3847652	0	100	0
Public -	Poll	0	0	0	0	0	0	0
nstitutions	Ballot Paper	0	- 0	0	0	0	0	0
	Total	0	- 0	0	0	0	0	0
	E-Voting	7440750	0	0	0	0	0	0
Public - Non	Poll	7448756	266979	3.58	266979	Ó	100	0
nstitutions		7448756	0	0.00	0	0	0.00	0.00
	Ballot Paper	7448756	286126	3.84	92403	0	32.29	0.00
	Total	7448756	553105	7.43	359382	0	S. San Carlo	0
otal		24560327	4400757	17.92	4207034	0	64.98 95.60	0.00

	quirou. (Orumany)	Special		ta (DIN:00822705) as a W	more time bliet		oany	
Whether pro	noter/ promoter g	oup are intereste	ed in the agenda	recolution?		Special		
			a iii tiio ageilaa	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	votes polled
Promoter	E-Voting	17111571	3844292	22.47	3844292	0		
and Promoter	Poll	17111571	0	0.00	0011202	0	100	(
Group	Ballot Paper	17111571	3360	0.02	2222	0	0	(
	Total	17111571	3847652	22.49	3360	0	100	
	E-Voting	0	0	22.49	3847652	0	100	
Public -	Poll	0	0	0	0	0	0	0
nstitutions	Ballot Paper	0	0	0	0	0	0	0
	Total	0	- 0	0	0	0	0	0
	E-Voting	7448756	0	0	0	0	0	0
Public - Non	Poll		266979	3.58	266979	0	100	0
nstitutions	Ballot Paper	7448756	0	0.00	0	0	0.00	0.00
		7448756	286126	3.84	92403	0	32.29	0.00
-4-1	Total	7448756	553105	7.43	359382	0		0
otal		24560327	4400757	17.92	4207034	0	64.98 95.60	0.00

Resolution N	o. 8: Re-appointm	ent of Mr. Himan	shu Muktilal Zota	(DIN:01097722) as a W				
Resolution re	equired: (Ordinary	/ Special)	ond Mukulai 20ta	(DIN:01097722) as a Wi	nole-time Direct	or of the Comp	any	
Whether pror	noter/ promoter g	roup are interest	ed in the agendal	rocolution 2		Special		
			ou 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	votes polled
Promoter	E-Voting	17111571	35840	0,21	35840		2000	(*)-[(5)/(2)]*10(
and Promoter	Poll	17111571	0	0.00	33840	0	100	0
Group	Ballot Paper	17111571	3360	0.02	0	0	0	0
	Total	17111571	39200		0	0	0	0
	E-Voting	0	0	0.23	35840	0	100	0
Public -	Poll	0	0	0	0	0	0	0
nstitutions	Ballot Paper	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting	7448756	000070	0	0	0	0	0
Public - Non	Poll	7448756	266979	3.58	266979	0	100	0
nstitutions	Ballot Paper		0	0.00	0	0	0.00	0.00
	Total	7448756	286126	3.84	92403	0	32.29	3.00
otal	Total	7448756	553105	7.43	359382	0	64.98	0.00
Viul .		24560327	592305	2.41	395222	0	66.73	0.00

Resolution re	equired: (Ordinary)	Special)	ant Ghanadai 20	ota (DIN:02267804) as a V	Vhole-time Direc	tor of the Com	pany	
Whether pro	noter/ promoter g	Oup are interest	d in the annual			Special		
	T	oup are interested	d iii tile 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	votes polled
Promoter	E-Voting	17111571	3808452	22.26	3808452	0		No. 10 Company
and Promoter	Poll	17111571	,0	0.00	0	0	100	0
Group	Ballot Paper	17111571	3360	0.02	3360	0	0	0
	Total	17111571	3811812	22.28		0	100	0
	E-Voting	0	0	22.20	3811812	0	100	0
Public -	Poll	Ó	0	0	0	0	0	0
nstitutions	Ballot Paper	0	- 0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting	7440770	0	0	0	0	0	0
ublic - Non	Poll	7448756	266979	3.58	266979	0	100	0
nstitutions		7448756	0	0.00	0	0	0.00	0
ionanons	Ballot Paper	7448756	286126	3.84	92403	0		0.00
	Total	7448756	553105	7.43	359382	- 0	32.29	0
otal		24560327	4364917			0	64.98	0.00
			.304017	17.77	4171194	0	95.56	0.00

				DIN: 08536409) as an Inc	rependent Non-E		tor of the Compa	iny	
Whether pror	noter/ promoter g	oup are intereste	d in the agenda	recolution?		Ordinary			
			and agenda	resolution?		NO	0		
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	votes polled	
Promoter	E-Voting	17111571	3844292	22.47	3844292	0		255	
and Promoter		17111571	0	0.00	0011202	0	100		
Group	Ballot Paper	17111571	3360	0.02	2200	0	0	(	
	Total	17111571	3847652	22.49	3360	0	100	C	
	E-Voting	0	0	22.49	3847652	0	100	0	
Public -	Poll	0	0	0	0	0	0	O	
nstitutions	Ballot Paper	0	0	0	0	0	0	0	
	Total	0	- 0	0	0	0	0	0	
	E-Voting	7448756	0	0	0	0	0	0	
Public - Non	Poll	7448756	266979	3.58	265579	1400	99.48	0.52	
	Ballot Paper		0	0.00	0	0	0.00	0.00	
	Total	7448756	286126	3.84	91003	1400	31.81		
otal	TOTAL	7448756	553105	7.43	356582	2800		0.49	
Otal		24560327	4400757	17.92	4204234	2800	95.53	0.51 0.06	

Resolution r	equired: (Ordinary	/ Special)		nar Mehta (DIN: 08536399	n as an muepen	dent Non-Exec	utive Director of	the Company
Whether pro	moter/ promoter g	roup are intereste	d in the agenda	/ron alustia - O		Ordinary	100	
			a in the agenda	resolution?	Г	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	votes polled
Promoter	E-Voting	17111571	3844292	22.47	3844292	0	100	
and Promote		17111571	0	0.00	0	0	100	
	Ballot Paper	17111571	3360	0.02	3360		0	(
	Total	17111571	3847652	22,49		0	100	
	E-Voting	0	0	22.49	3847652	. 0	100	0
Public -	Poll	0	0	0	0	0	- 0	0
nstitutions	Ballot Paper	0	0	0	0	0	0	0
	Total	0	- 0	0	0	0	0	0
	E-Voting		0	0	0	0	0	0
ublic - Non		7448756	266979	3.58	266979	0	100	
nstitutions	Poll	7448756	0	0.00	0	0		0
เรเเนนเบกร	Ballot Paper	7448756	286126	3.84	91003	0	0.00	0.00
	Total	7448756	553105	7.43		1400	31.81	0.49
otal		24560327	4400757		357982	1400	64.72	0.25
	Ega-de-		7400737	17.92	4205634	1400	95.57	0.03



Resolution re	o. 12: Approval of equired: (Ordinary	Special)							
Whether pror	noter/ promoter gi	Oun are interest	od in the annual of			Ordinary	94.1955		
•		oup are interested	d 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	votes polled	
Promoter	E-Voting	17111571	0	0.00	0	0	0	( ) K-/(-)]	
and Promoter		17111571	,0	0.00	0	0	0		
Group	Ballot Paper	17111571	3360	0.02	3360	- 0	0		
	Total	17111571	3360	0.02		0	100	0	
	E-Voting	0	0		3360	0	0 100	0	
Public -	Poll	Ó	0	0	0	0	0	0	
Institutions	Ballot Paper	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
	E-Voting	7440750	0	0	0	0	0	0	
Public - Non	Poll	7448756	266979	3.58	266979	0	100	0	
		7448756	0	0.00	0	0	0.00	0.00	
	Ballot Paper	7448756	286126	3.84	92403	0		0.00	
- Office and -	Total	7448756	553105	7.43	359382	0	32.29	0	
otal		24560327	556465	2.27	362742	0	64.98	0.00	
		000100		302142	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)(x1) 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

SURAT \*

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.



- (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. <a href="https://evotingindia.com">https://evotingindia.com</a>.
- (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	Total	Favour		Against		Invalid	
-	received	Shares	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
Total	52	4400757	39	4207034	0	0	13	193723

### **RESOLUTION NO. 2:**

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



Page 2 of 9

Mode	Ballots	Total	Fa	Favour		inst	Invalid	
	received	Shares	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
Total	50	4399195	37	4205472	0	0	13	193723

### **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	Total	Favour		Against		Invalid	
	received	Shares	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
Total	50	4400394	36	4205271	1	1400	13	193723

### **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	Total	Favour		Against		Invalid	
	received	Shares	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
Total	52	4400757	38	4205634	1	1400	13	193723



Page 3 of 9

#### **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 29th 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	Total	Favour		Against		Invalid	
	received	Shares	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
Total	51	4399850	38	4205634	1	1400	12	192816

### **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 30th May, 2019 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration



Page 4 of 9

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	Total	Favour		Aga	inst	Invalid	
	received	Shares	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
Total	52	4400757	39	4207034	0	0	-13	193723

### **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	Total	Favour		Against		Invalid	
	received	Shares	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
Total	52	4400757	39	4207034	0	0	13	193723



Page 5 of 9

### **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-appointmentof 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 thse 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	Total	Favour		Against		Invalid	
	received	Shares	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
Total ·	50	592305	36	395222	0	0	14	197083

### **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	Total	Favour		Against		Invalid	
	received	Shares	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
Total	51	4364917	38	4171194	0	0	13	193723

### **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	Total	Favour		Against		Invalid	
	received	Shares	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
Total	52	4400757	37	4204234	2	2800	13	193723



Page 7 of 9

### **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	Total	Favour		Against		Invalid	
	received	Shares	Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	4111271	11	4111271	0	0	0	0
At AGM	41	289486	<u>2</u> 7	94363	1	1400	13	193723
Total	52	4400757	38	4205634	1	1400	13	193723

#### 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;



Page 8 of 9

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	Total	Favour		Against		Invalid	
	received	Shares	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
Total	49	556465	36	362742	0	0	13	193723

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**