

October 02, 2023

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: Scrutinizer's Report and Voting Results for the 23rd Annual General Meeting (AGM) of the Company held on Friday, September 29, 2023

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

With reference to the captioned subject and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we, Zota Health Care Limited (the "Company") are enclosing herewith voting results of the 23rd AGM of the Company which was held on Friday, September 29, 2023 at 11:00 A.M. through Video Conferencing/ Other Audio Visual Means on the National Securities Depository Limited (NSDL) virtual platform.

Further, the 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 e-voting during the AGM in a fair and transparent manner. 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 resolutions set out in the notice of the AGM have been duly approved by the shareholders with requisite majority.

The aforesaid voting result of the AGM 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
BHAGAVANB
HAI VARIYA
Date: 2023.10.02 14:48:05
+05'30'

Ashvin Variya
(Company Secretary & Compliance Officer)

Place: Surat

Encl: a/a

Registered Office:

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002 Ph: +91 261 2331601

Email: info@zotahealthcare.com

Web: www.zotahealthcare.com

CIN: L24231GJ2000PLC038352

ZOTA HEALTH CARE LIMITED
Voting Results - 23rd ANNUAL GENERAL MEETING (AGM)
[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Date of the AGM	29-09-2023
Total number of shareholders on record date	7464
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	7 26

Resolution No. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.								
Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	17099342	9864559	57.69	9864559	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	9864559	57.69	9864559	0	100	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	251016	3	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	251016	3	100.00	0.00
Total		25847327	10115578	39.14	10115575	3	100.00	0.00

Resolution No. 2: DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES @10% I.E. RE. 1/- PER EQUITY SHARE FOR THE FINANCIAL YEAR 2022-23.								
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	17099342	9864559	57.69	9864559	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	9864559	57.69	9864559	0	100	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	251016	3	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	251016	3	100.00	0.00
Total		25847327	10115578	39.14	10115575	3	100.00	0.00

Resolution No. 3: TO APPOINT A DIRECTOR IN PLACE OF MR. HIMANSHU MUKTILAL ZOTA, DIRECTOR (HOLDING DIN-01097722), WHO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT.								
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	17099342	6690229	39.13	6690229	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	6690229	39.13	6690229	0	100	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	6941248	26.85	6941211	37	100.00	0.00

Resolution No. 4: TO REVISE THE TERMS OF APPOINTMENT OF MR. MOXESH KETANBHAI ZOTA (DIN: 07625219), MANAGING DIRECTOR OF THE COMPANY.								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17099342	3457909	20.22	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	3457909	20.22	0	0	0	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	3708928	14.35	250982	37	6.77	0.00

Resolution No. 5: TO REVISE THE TERMS OF APPOINTMENT OF MR. KAMLESH RAJANIKANT ZOTA (DIN: 00822705), WHOLE TIME DIRECTOR OF THE COMPANY.								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17099342	3457909	20.22	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	3457909	20.22	0	0	0	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	3708928	14.35	250982	37	6.77	0.00

Resolution No. 6: TO REVISE THE TERMS OF APPOINTMENT OF MR. HIMANSHU MUKTILAL ZOTA (DIN: 01097722), WHOLE TIME DIRECTOR OF THE COMPANY.								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17099342	3457909	20.22	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	3457909	20.22	0	0	0	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	3708928	14.35	250982	37	6.77	0.00

Resolution No. 7: TO REVISE THE TERMS OF APPOINTMENT OF MR. MANUKANT CHANDULAL ZOTA (DIN: 02267804), WHOLE TIME DIRECTOR OF THE COMPANY.								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17099342	3457909	20.22	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	3457909	20.22	0	0	0	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	3708928	14.35	250982	37	6.77	0.00

Resolution No. 8: TO APPOINT MR. LAXMI KANT SHARMA (DIN- 10266796) AS AN EXECUTIVE DIRECTOR OF THE COMPANY.								
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	17099342	9814809	57.40	9814809	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	9814809	57.40	9814809	0	100	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	10065828	38.94	10065791	37	100.00	0.00

Resolution No. 9: TO APPOINT MR. DHAVAL CHANDUBHAI PATWA (DIN- 10283028) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.								
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	17099342	9864559	57.69	9864559	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	9864559	57.69	9864559	0	100	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	10115578	39.14	10115541	37	100.00	0.00

Resolution No. 10: TO APPROVE RELATED PARTY TRANSACTIONS.

Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17099342	6681989	39.08	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	6681989	39.08	0	0	0	0
Public - Institutions	E-Voting	5000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8742985	251019	2.87	250982	37	99.99	0.01
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8742985	251019	2.87	250982	37	99.99	0.01
Total		25847327	6933008	26.82	250982	37	3.62	0.00



SCRUTINIZER'S REPORT

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

To
The Chairman
Of 23rd Annual General Meeting of the members of
Zota Health Care Limited
CIN: L24231GJ2000PLC038352
held on 29th September, 2023
through Video Conferencing (VC) or Other Audio Visual Means (OAVM),
At 11.00 A.M.

Dear Sir,

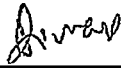
Sub.: Scrutinizer's report on E voting

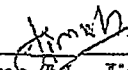
1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Zota Health Care Limited for the purpose of scrutinizing the remote e-voting process along with e-voting process during the AGM and ascertaining the requisite majority on remote e-voting / e-voting process during the AGM carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 23rd Annual General Meeting (AGM) of the members of the company, held at 11.00 AM. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Friday, 29th day of September, 2023.
2. At the 23rd AGM of the Company held on 29th day of September, 2023, the Company has also provided facility for e-voting process during the AGM 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 e-voting during the AGM conducted for the resolutions contained in the Notice to the 23rd AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "Against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.

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

- i. The e-voting period was from 26th September, 2023 at 9.00 a.m. to 28th September, 2023 at 5.00 p.m.
- ii. The members of the Company as on the "cut-off" date i.e. 22nd September, 2023 were entitled to vote on the resolutions (item No. 01 to 10 as set out in the notice of the 23rd AGM of the Company).
- iii. The votes cast were unblocked on 29th September, 2023 at 12.25 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Jimish Vaghela** 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: **Mr. Jimish Vaghela**

- 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 National Securities Depository Limited (NSDL) i.e. [https://www.evoting.nsdl.com/..](https://www.evoting.nsdl.com/)
- v. The combined result of remote e-voting and e-voting during AGM is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

"RESOLVED THAT the Standalone and Consolidated Balance sheet as on 31st March, 2023, Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with Auditors Report and Directors Report be and are hereby considered and adopted."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	31	6907408	29	6907405	2	3	0	0
E-Voting at AGM	2	3208170	2	3208170	0	0	0	0
Total	33	10115578	31	10115575	2	3	0	0

This resolution is passed with requisite majority as an Ordinary Resolution.

RESOLUTION NO. 2:

DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES @10% I.E. ₹1.00/- PER EQUITY SHARE FOR THE FINANCIAL YEAR 2022-23

“RESOLVED THAT pursuant to the recommendation of Board of Directors, divided @ 10% i.e. Re. 1.00/- per equity share on equity share capital of the Company be and is hereby declared out of accumulated profits of the Company for the year ended 31st March, 2023.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	31	6907408	29	6907405	2	3	0	0
E-Voting at AGM	2	3208170	2	3208170	0	0	0	0
Total	33	10115578	31	10115575	2	3	0	0

This resolution is passed with requisite majority as an Ordinary Resolution.

RESOLUTION NO. 3:

TO APPOINT A DIRECTOR IN PLACE OF MR. HIMANSHU MUKTILAL ZOTA, DIRECTOR (HOLDING DIN-01097722), WHO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT.

“RESOLVED THAT Mr. Himanshu Muktilal Zota, Director (DIN-01097722), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, is reappointed as the director of the Company.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	31	6907408	28	6907371	3	37	0	0
E-Voting at AGM	1	33840	1	33840	0	0	0	0
Total	32	6941248	29	6941211	3	37	0	0

This resolution is passed with requisite majority as an Ordinary Resolution.

RESOLUTION NO. 4:

TO REVISE THE REMUNERATION OF MR. MOXESH KETANBHAI ZOTA (DIN:07625219), MANAGING DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 198 read with schedule v and other applicable provisions, if any, of the Companies Act, 2013 (“the act”), the Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination And Remuneration Committee and the Board Of Directors of the company, and in furtherance to special resolution passed in the 21st Annual General Meeting held on September 30, 2021, any other applicable laws, if any, the consent of members of the company be and is hereby accorded for revision in remuneration payable to Mr. Moxesh Ketanbhai Zota (DIN:07625219), managing director of the company, as set out below with effect from October 01, 2023 for the remaining period of his present term of appointment up to October 06, 2026, company shall pay to Mr. Moxesh Ketanbhai Zota remuneration as set out below:

- (1) remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;
(2) sitting fees: ₹ 5000/- per meeting for attending meeting of the board or committees thereof.”

“**RESOLVED FURTHER THAT** in case of loss or inadequate profit Mr. Moxesh Ketanbhai Zota shall be entitled to receive the remuneration as stated above as the minimum remuneration.”

“**RESOLVED FURTHER THAT** all other term of appointment shall be same as per re-appointment made in the 21st Annual General Meeting held on September 30,2021.”

“**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	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	28	3675088	20	250982	3	37	5	3424069
E-Voting at AGM	1	33840	0	0	0	0	1	33840
Total	29	3708928	20	250982	3	37	6	3457909

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 5:

TO REVISE THE REMUNERATION OF MR. KAMLESH RAJANIKANT ZOTA (DIN: 00822705), WHOLE TIME DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in furtherance to special resolution passed in the 19th Annual General Meeting held on September 21, 2019, any other applicable laws, if any, the approval of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Kamlesh Rajanikant Zota(DIN: 00822705), Whole Time Director of the Company, as set out below with effect from October 01,2023 for the remaining period of his present term of appointment up to March 31, 2025, Company shall pay to Mr. Kamlesh Rajanikant Zota remuneration as set out below:

- (1) Remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;
(2) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“**RESOLVED FURTHER THAT** in case of loss or inadequate profit Mr. Kamlesh Rajanikant Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“RESOLVED FURTHER THAT all other term of appointment shall be same as per re appointment made in the 19th Annual General Meeting held on September 21, 2019.”

“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	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	28	3675088	20	250982	3	37	5	3424069
E-Voting at AGM	1	33840	0	0	0	0	1	33840
Total	29	3708928	20	250982	3	37	6	3457909

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 6:

TO REVISE THE REMUNERATION OF MR. HIMANSHU MUKTILAL ZOTA(DIN: 01097722), WHOLE TIME DIRECTOR, OF THE COMPANY :

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in furtherance to special resolution passed in the 19th Annual General Meeting held on September 21, 2019, any other applicable laws, if any, the approval of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Himanshu Muktilal Zota(DIN: 01097722), Whole Time Director, as set out below with effect from October 01,2023 for the remaining period of his present term of appointment up to March 31, 2025, Company shall pay to Mr. Himanshu Muktilal Zota remuneration as set out below:

- (1) Remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;
- (2) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“RESOLVED FURTHER THAT in case of loss or inadequate profit Mr. Himanshu Muktilal Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“RESOLVED FURTHER THAT all other term of appointment shall be same as per re appointment made in the 19th Annual General Meeting held on September 21, 2019.”

“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	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	28	3675088	20	250982	3	37	5	3424069
E-Voting at AGM	1	33840	0	0	0	0	1	33840
Total	29	3708928	20	250982	3	37	6	3457909

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 7:

TO REVISE THE REMUNERATION OF MR. MANUKANT CHANDULAL ZOTA (DIN: 02267804), WHOLE TIME DIRECTOR, OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of Section 196,197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in furtherance to special resolution passed in the 19th Annual General Meeting held on September 21, 2019, any other applicable laws, if any, the approval of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Manukant Chandulal Zota (DIN: 02267804), Whole Time Director, as set out below with effect from October 01,2023 for the remaining period of his present term of appointment up to March 31, 2025, Company shall pay to Mr. Manukant Chandulal Zota remuneration as set out below:

- (1) Remuneration: ₹ 1,50,000/- per month;
- (2) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“**RESOLVED FURTHER THAT** in case of loss or inadequate profit Mr. Manukant Chandulal Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“**RESOLVED FURTHER THAT** all other term of appointment shall be same as per re appointment made in the 19th Annual General Meeting held on September 21, 2019.”

“**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	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	28	3675088	20	250982	3	37	5	3424069
E-Voting at AGM	1	33840	0	0	0	0	1	33840
Total	29	3708928	20	250982	3	37	6	3457909

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 8:**TO APPOINT MR. MR. LAXMI KANT SHARMA (DIN-10266796) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

“**RESOLVED THAT** pursuant to the provisions of section 152, 197 & 198 read with Schedule V 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, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) 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. Laxmi Kant Sharma (DIN-10266796) as Executive Director of the Company, who was appointed as Additional Director w.e.f. August 26, 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting, be and is hereby appointed as Executive Director of the Company for the period of five years starting from August 26, 2023 to August 25, 2028 at following terms and conditions and he is liable to retire by rotation,:

- (1) Period of appointment: Appointment for a term of five consecutive years commencing from August 26, 2023 till August 25, 2028;
- (2) Remuneration: ₹ 70,000/- per month;
- (3) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“**RESOLVED FURTHER THAT** in case of loss or inadequate profit Mr. Laxmi Kant Sharma shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“**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	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	30	6857658	27	6857621	3	37	0	0
E-Voting at AGM	2	3208170	2	3208170	0	0	0	0
Total	32	10065828	29	10065791	3	37	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 9:**TO APPOINT MR. DHAVAL CHANDUBHAI PATWA (DIN: 10283028) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

“**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, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) 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. Dhaval Chandubhai Patwa (DIN: 10283028), who was appointed as an Additional Director designed as an Independent Director on the Board of Directors of the Company w.e.f. August 26, 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for the period of five years starting from August 26, 2023 to August 25, 2028 at following terms and conditions:

- (1) Period of appointment: Appointment for a term of five consecutive years commencing from August 26, 2023 till August 25, 2028;
- (2) Remuneration: NIL;
- (3) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“**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	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	31	6907408	28	6907371	3	37	0	0
E-Voting at AGM	2	3208170	2	3208170	0	0	0	0
Total	33	10115578	30	10115541	3	37	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 10:

TO APPROVE RELATED PARTY TRANSACTIONS:

“**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, 2015 and any other applicable laws, if any, pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, and in supersession of the earlier resolution passed by the members, 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 payment of remuneration and/or salary entered with Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota, the Whole-time Directors of the Company, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Niral Muktilal Zota and Mr. Viren Manukant Zota, Senior Marketing Managers of the Company, as detailed explained in Explanatory Statement w.e.f. October 01, 2023.”

“**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 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	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	29	3724838	20	250982	3	37	6	3473819
E-Voting at AGM	2	3208170	0	0	0	0	2	3208170
Total	31	6933008	20	250982	3	37	8	6681989

This resolution is passed with requisite majority as an Ordinary Resolution.

Thanking You,
Yours faithfully,

RANJIT BINOD Digitally signed by
RANJIT BINOD KEJRIWAL
Date: 2023.09.29
18:26:15 +05'30'
KEJRIWAL

Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985

Place: Surat
Date: 29-09-2023
UDIN: **F006116E001133616**