



August 28, 2024

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: Voting Results and Minutes of Postal Ballot

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

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we, Zota Health Care Limited (the “Company”) are enclosing herewith voting results of the Postal Ballot, by way of e-voting only.

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

We further wish to inform that based on Scrutinizer’s Report, all the resolutions set out in the Postal Ballot Notice dated July 26, 2024 have been duly approved by the shareholders with requisite majority and effective from August 27, 2024 i.e. last date of e-voting on Postal Ballot resolutions.

Further, the Scrutinizer report and minutes of postal ballot are also enclosed.

The aforesaid voting result on Postal Ballot along with Scrutinizer’s Report is placed on the website of the Company i.e. at www.zotahealthcare.com and is also placed at the register office of the Company for shareholders information.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

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

Registered Office:

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002 Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web: www.zotahealthcare.com

CIN: L24231GJ2000PLC038352

ZOTA HEALTH CARE LIMITED
Voting Results - Postal Ballot
(Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015)

Date of Postal Ballot	27-08-2024 (Voting started on Monday, July 29, 2024 (9:00 A.M. IST) and ended on Tuesday, August 27, 2024 05:00 P.M. IST)
Total number of shareholders on record date	8052
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	Not Applicable Not Applicable

Resolution No. 1: TO RE-APPOINT MRS. BHUMI MAULIK DOSHI (DIN: 08456082) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR								
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	17097567	6598399	38.59	6598399	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097567	6598399	38.59	6598399	0	100	0
Public - Institutions	E-Voting	5280	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5280	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9431480	364338	3.86	364185	153	99.96	0.04
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9431480	364338	3.86	364185	153	99.96	0.04
Total		26534327	6962737	26.24	6962584	153	100.00	0.00

Resolution No. 2: TO RE-APPOINT MR. VITRAG SURESHKUMAR MODI (DIN: 08457204) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR								
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	17097567	6598399	38.59	6598399	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097567	6598399	38.59	6598399	0	100	0
Public - Institutions	E-Voting	5280	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	5280	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9431480	364328	3.86	364325	3	100.00	0.00
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9431480	364328	3.86	364325	3	100.00	0.00
Total		26534327	6962727	26.24	6962724	3	100.00	0.00



FORM NO. MGT-13
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
Zota Health Care Limited
CIN: L24231GJ2000PLC038352
Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002, Gujarat

Dear Sir,

Sub.: Scrutinizer's report on resolution proposed through Postal Ballot under section 110 read with section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof).

1. I, Ranjit Binod Kejriwal, Practicing Company Secretary, 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 for the postal ballot and ascertaining the requisite majority on remote e-voting process for the resolution to be passed through postal ballot notice dated 26th July, 2024 carried out as per the provisions of Section 108 and Section 110 of the Companies Act, 2013 Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules"), for the purpose of scrutinizing the votes casted by members of the company through remote e-voting platform of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> in respect of resolutions contained in the Postal Ballot Notice dated 26th July, 2024 as detailed below:

SN	Type of Resolution	Particulars
1	Special Resolution	To Re-appoint Mrs. Bhumi Maulik Doshi (DIN: 08456082) as a Non-Executive Independent Director
2	Special Resolution	To Re-appoint Mr. Vitrag Sureshkumar Modi (DIN: 08457204) as a Non-Executive Independent Director

2. As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange.

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has sent the Postal Ballot Notice on Saturday, 27th July, 2024 by email only to the members who have registered their e-mail address with the Registrar and Transfer Agent of the Company or Depository/Depository Participants.

3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
4. The Company has published an advertisement on 28th July, 2024 in "Financial Express" an English Newspaper and in "Gujarat Guardian" a vernacular (Gujarati) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 26th July, 2024 and also specifying therein the matters prescribed in the rules with regard to e-voting.
5. 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 for the resolutions contained in the Notice to the Postal Ballot dated 26th July, 2024. My responsibility as a scrutinizer for the remote e-voting 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.
6. Further to the above, I submit my reports as under:
 - i. The e-voting period was from Monday, 29th July, 2024 at 9.00 a.m. to Tuesday, 27th August, 2024 at 5.00 p.m.
 - ii. The members of the Company as on the "cut-off" date i.e. Friday, 26th July, 2024 were entitled to vote on the resolutions (item No. 01 to 02 as set out in the notice of the Postal Ballot of the Company).
 - iii. The votes casted were unblocked on 28th August, 2024 at 11.24 a.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Het Palsanawala** 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. Het Palsanawala**

- iv. Thereafter the details containing inter alia, list of equity shareholders, 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>.
- v. The result of remote e-voting is as under:

RESOLUTION NO. 1:**TO RE-APPOINT MRS. BHUMI MAULIK DOSHI (DIN: 08456082) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR**

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
E-voting	41	6962737	39	6962584	2	153	0	0
Total	41	6962737	39	6962584	2	153	0	0

Based on scrutiny of the valid votes cast via remote e-voting in relation to the Special Resolutions as set out in the notice, I report that the number of votes cast in favour of the special resolution are more than three times the number of votes cast against the special resolution, therefore the special resolution as set out in the notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

RESOLUTION NO. 2:**TO RE-APPOINT MR. VITRAG SURESHKUMAR MODI (DIN: 08457204) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR**

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
E-Voting	40	6962727	39	6962724	1	3	0	0
Total	40	6962727	39	6962724	1	3	0	0

Based on scrutiny of the valid votes cast via remote e-voting in relation to the Special Resolution as set out in the notice, I report that the number of votes cast in favour of the special resolution are more than three times the number of votes cast against the special resolution, therefore the special resolution as set out in the notice has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

You may accordingly declare the result of the voting.

Thanking You,
Yours faithfully,

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

Place: Surat
Date: 28/08/2024
UDIN: F006116F001066813

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING BY THE MEMBERS OF ZOTA HEALTH CARE LIMITED CONCLUDED ON TUESDAY, THE 27TH DAY OF AUGUST, 2024

The Board of Directors of the Company in its meeting held on 26th July, 2024 have decided to obtain consent of the members by way of Postal Ballot, by way of remote e-voting ("e-voting") only, pursuant to Section 108 & 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022 and No. 10/2022 dated 28th December, 2022, No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable rules/regulations/guidelines/circulars/ notifications. Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force. In the same meeting the Board of Directors have approved the notice of Postal Ballot for seeking approval of the members for following special businesses:

- 1) To Re-appoint Mrs. Bhumi Maulik Doshi (DIN: 08456082) as a Non- Executive Independent Director
- 2) To Re-appoint Mr. Vitrag Sureshkumar Modi (DIN: 08457204) as a Non- Executive Independent Director.

The Board of Directors in its meeting held on 26th July, 2024 have appointed Mr. Ranjit R. Kejriwal, Practicing Company Secretary as the Scrutinizer, to conduct the postal ballot and e-voting in fair and transparent manner for the items sited out in the notice of Postal Ballot.

The Company had appointed National Securities Depository Limited ("NSDL") as a service provider for the purpose of providing remote e-voting facilities to the members of the Company.

The Board of Directors in its meeting held on 26th July, 2024 have approved following calendar of events for the Postal Ballot process:

Sr. No.	Particulars	Proposed Date and Day of Events
1	Date on which consent is given by the Scrutinizer	26.07.2024 Friday
2	Outcome of Board Meeting	26.07.2024 Friday
3	Date of Appointment of Scrutinizer	26.07.2024 Friday

4	Date of Board Resolution authorizing Postal Ballot notice	26.07.2024 Friday
5	Submission of Calendar of Events to Stock Exchange, RTA & Depositories	26.07.2024 Friday
6	Creation of EVEN for e-voting	27.07.2024 Saturday
7	Cut-off date for deciding voting rights of the Shareholders	26.07.2024 Friday
8	Proposed date of Dispatch of Notice of Postal Ballot	27.07.2024 Saturday
9	Completion of Dispatch of Notice of Postal Ballot	27.07.2024 Saturday
10	Newspaper advertisement for Postal Ballot and E-voting	28.07.2024 Sunday
11	Submission of Newspaper advertisement to Stock Exchange	28.07.2024 Sunday
12	Commencement of Postal Ballot/ E-voting	29.07.2024 Monday
13	Conclusion of Postal Ballot/ E-voting	27.08.2024 Tuesday
14	Last date for casting vote through remote e-voting	27.08.2024 Tuesday till 05:00 P.M.
15	Date of Resolution Passed Date (deemed general meeting)	27.08.2024 Tuesday
16	Declaration of Results by the Chairman	28.08.2024 Wednesday
17	Submission of Voting Results	28.08.2024 Wednesday

In compliance with the MCA circulars, the Company has dispatched the Notice of Postal Ballot through email only to all the members whose name were available on the register of members/ list of beneficial owners maintained by National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on the cut-off date Friday, July 26, 2024. The Company has completed the dispatch Postal Ballot Notice on Saturday, July 27, 2024. As per MCA circulars no physical copies of the Postal Ballot Notice, Postal Ballot Form and Pre-paid Business Envelop were not dispatched to the members and assent or dissent of the members on the resolutions of the Postal Ballot has been accrued via e-voting only.

The Notice of the Postal Ballot along with details of e-voting was published in the "Financial Express" English edition, Ahmedabad and "Gujarat Guardian" Gujarati edition (Vernacular Language), Surat on July 28, 2024 as per the requirement of the Companies Act, 2013

The e-voting period for the resolutions set out in the Notice of Postal Ballot was started from Monday, July 29, 2024 at 9:00 A.M. (IST) and ended on Tuesday, August 27, 2024 at 5:00 P.M. and votes casted on NSDL's e-voting portal up to 5:00 P.M (IST) on August 27, 2024 have been considered by the Scrutinizer for scrutiny purpose.

The Scrutinizer has submitted his report on August 28, 2024 and the same has been authorized by the Company Secretary of the Company on August 28, 2024. On the basis of Scrutinizer reports following resolutions have been passed with requisite majority:

1. To Re-appoint Mrs. Bhumi Maulik Doshi (DIN: 08456082) as a Non- Executive Independent Director

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re- enactment thereof from time to time) as amended from time to time, and any other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Bhumi Maulik Doshi (DIN: 08456082) as a Non- Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of her present term that is with effect from May 30, 2024 till May 29, 2029 at following terms and conditions:

Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five consecutive years commencing from the expiry of her present term that is with effect from May 30, 2024 till May 29, 2029;
- 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.”

41 shareholders holding 6962737 equity shares have casted their vote on the resolution out of which 39 shareholders holding 6962584 equity shares have voted in favour of the resolution and 2 shareholders holding 153 equity shares have voted in against the resolution.

The resolution was passed as a special resolution.

2. To Re-appoint Mr. Vitrag Sureshkumar Modi (DIN: 08457204) as a Non- Executive Independent Director

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re- enactment thereof from time to time) as amended from time to time, and any other applicable laws, if any, the approval of the

members of the Company be and is hereby accorded for the re-appointment of Mr. Vitrag Sureshkumar Modi (DIN: 08457204) as a Non-Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of his present term that is with effect from May 30, 2024 till May 29, 2029 at following terms and conditions:

Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five consecutive years commencing from the expiry of his present term that is with effect from May 30, 2024 till May 29, 2029;
- 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."

40 shareholders holding 6962727 equity shares have cast their vote on the resolution out of which 39 shareholders holding 6962724 equity shares have voted in favour of the resolution and 1 shareholder holding 3 equity shares has voted in against the resolution.

The resolution was passed as a special resolution.

Sd/-

Chairman
Ketankumar Chandulal Zota
DIN: 00822594