



March 28, 2025

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 Extraordinary General Meeting (EGM) of the Company held on Wednesday, March 26, 2025**

**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 EGM of the Company which was held on Wednesday, March 26, 2025 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 EGM 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 EGM have been duly approved by the shareholders with requisite majority.

The aforesaid voting result of the EGM along with Scrutinizer's Report is placed on the website of the Company i.e. at [www.zotahealthcare.com](http://www.zotahealthcare.com) and is also placed 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 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](mailto:info@zotahealthcare.com)  
Web: [www.zotahealthcare.com](http://www.zotahealthcare.com)

CIN: L24231GJ2000PLC038352

**ZOTA HEALTH CARE LIMITED**  
**Voting Results - Extraordinary General Meeting**

[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Date of the Extraordinary General Meeting	26-03-2025
Total number of shareholders on record date	10618
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	9
Public	27

Resolution No. 1: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE NON-PROMOTER GROUP CATEGORY								
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	17101338	11810964	69.06	11810964	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17101338</b>	<b>11810964</b>	<b>69.06</b>	<b>11810964</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	1143958	8630	1	8630	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>1143958</b>	<b>8630</b>	<b>1</b>	<b>8630</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	E-Voting	10389737	19518	0.19	4582	14936	23.48	76.52
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10389737</b>	<b>19518</b>	<b>0.19</b>	<b>4582</b>	<b>14936</b>	<b>23.48</b>	<b>76.52</b>
<b>Total</b>		<b>28635033</b>	<b>11839112</b>	<b>41.34</b>	<b>11824176</b>	<b>14936</b>	<b>99.87</b>	<b>0.13</b>

Resolution No. 2: AUTHORISING THE BOARD TO GIVE LOAN, GUARANTEE OR SECURITY IN CONNECTION WITH A LOAN TO ANY PERSON OR OTHER BODY CORPORATE AND ACQUISITION OF SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013								
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	17101338	11810964	69.06	11810964	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17101338</b>	<b>11810964</b>	<b>69.06</b>	<b>11810964</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	1143958	8630	1	8630	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>1143958</b>	<b>8630</b>	<b>1</b>	<b>8630</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	E-Voting	10389737	19518	0.19	4582	14936	23.48	76.52
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10389737</b>	<b>19518</b>	<b>0.19</b>	<b>4582</b>	<b>14936</b>	<b>23.48</b>	<b>76.52</b>
<b>Total</b>		<b>28635033</b>	<b>11839112</b>	<b>41.34</b>	<b>11824176</b>	<b>14936</b>	<b>99.87</b>	<b>0.13</b>

Resolution No. 3: APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY EVERYDAY HERBAL BEAUTY CARE PRIVATE LIMITED, IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013								
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	17101338	11810964	69.06	11810964	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17101338</b>	<b>11810964</b>	<b>69.06</b>	<b>11810964</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	1143958	8630	1	8630	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>1143958</b>	<b>8630</b>	<b>1</b>	<b>8630</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	E-Voting	10389737	19518	0.19	4482	15036	22.96	77.04
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>10389737</b>	<b>19518</b>	<b>0.19</b>	<b>4482</b>	<b>15036</b>	<b>22.96</b>	<b>77.04</b>
<b>Total</b>		<b>28635033</b>	<b>11839112</b>	<b>41.34</b>	<b>11824076</b>	<b>15036</b>	<b>99.87</b>	<b>0.13</b>



**RANJIT KEJRIWAL**

Company Secretaries & Registered Valuer (SFA)

**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,  
For Extra Ordinary General Meeting (EOGM) of the members of  
**Zota Health Care Limited**  
(CIN: L24231GJ2000PLC038352)  
held on March 26, 2025  
through Video Conferencing (VC) or Other Audio Visual Means (OVAM),  
At 11.00 A.M.

Dear Sir,

**Subject : 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 along with e-voting process during the said EOGM and ascertaining the requisite majority on remote e-voting / e-voting process 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 EOGM of the members of the company, held through Video Conferencing (VC) or Other Audio Visual Means (OVAM) on Wednesday, March 26, 2025 at 11.00 A.M.
2. At the EOGM of the Company held on Wednesday, March 26, 2025, the Company has also provided facility for e-voting during the EOGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the EOGM 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 EOGM conducted for the resolutions contained in the Notice to the EOGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting process at the EOGM 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 facilities.
4. Further to the above, I submit my reports as under:
  - (i) The e-voting period was from Sunday, March 23, 2025 at 9.00 a.m. to Tuesday, March 25, 2025 at 5.00 p.m.
  - (ii) The members of the Company as on the "cut-off" date i.e. Friday, March 21, 2025 were entitled to vote on the resolution (item No. 01 to 03 set out in the notice of the EOGM of the Company).
  - (iii) The votes cast were unblocked on Wednesday, March 26, 2025 at 12:54 P.M. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Aniket Ranpara** 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. Aniket Ranpara

(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 Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> based on such reports generated the result of the remote e-voting together with e- voting during EOGM is as under:

**RESOLUTIONS:**

**1. ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE NON-PROMOTER GROUP CATEGORY**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) and the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment thereof, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) to the extent applicable, the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (“Stock Exchange” or “NSE Limited”) on which the equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), as amended from time to time, and rules and regulations made thereunder, if any, and subject to other applicable rules, regulations, guidelines, notification, circular and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GoI”), Stock Exchange and / or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), from time to time and to the extent applicable, the approval of members be and is hereby accorded to create, offer, issue and allot, up to 7,95,000 (Seven Lakhs Ninety Five Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 900/- (Rupees Nine Hundred Only) per Equity Share (including premium of Rs. 890/- (Rupees Eight Hundred Ninety Only)) aggregating to an amount of up to Rs. 71,55,00,000/- (Rupees Seventy One Crores Fifty Five Lakhs Only) or price which is determine in accordance with Chapter V of the SEBI ICDR Regulations, 2018 whichever is higher, for consideration in cash, by way of Preferential Allotment in one or more tranches (hereinafter referred to as “Proposed Allottee(s)”) and as mentioned in the Explanatory Statement annexed hereunto to this Notice, and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, thinks fit.

The list of Proposed Allottee(s) to whom Equity shares would be issued are as under:

SR. NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY (PROMOTER / NON-PROMOTER)	PROPOSED NO OF EQUITY SHARES IN THE COMPANY TO BE ALLOTTED
1	Valiant Mauritius Partners Offshore Limited	Non-Promoter	5,65,086
2	Valiant Mauritius Partners Limited	Non-Promoter	2,29,914
<b>TOTAL</b>			<b>7,95,000</b>

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the “Relevant Date” for the purpose of determining the issue price of the Equity Shares shall be Monday, February 24, 2025, being the date 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Subscribers be recorded for the issue for invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4

to be issued to the Subscribers inviting it to subscribe to the Equity Shares, only after the consent of the Members of the Company is hereby accorded to the issuance of the same to the Subscribers inviting it to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the complete record of private placement be maintained in Form PAS-5.

**RESOLVED FURTHER THAT** the Equity Shares, to be issued to the Proposed Allottee(s), be listed on National Stock Exchange of India Limited and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the Listing and Trading of the said Equity Shares and admission of the Equity Shares with the depositories viz. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) and for the credit of such equity shares to the respective dematerialized securities accounts of the Proposed Allottee(s).

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the Chapter V of the SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the abovementioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

**RESOLVED FURTHER THAT** the entire pre-preferential allotment shareholding of the Proposed Allottee(s), if any, in the Company shall be subject to locked-in as stipulated in the provisions of Regulation 167 of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director and / or the Company Secretary and the Compliance Officer of the Company and / or any person authorized by the Board be & are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange for obtaining In-principle approval, Listing of shares approval, Trading approval and filing of requisite documents with the Registrar of Companies and RBI, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Equity Shares and utilization of issue proceeds without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any such persons, as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purposes of the Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	23	10931909	20	10916973	3	14936	0	0
E-voting at EOGM	04	907203	04	907203	0	0	0	0
<b>Total</b>	<b>27</b>	<b>11839112</b>	<b>24</b>	<b>11824176</b>	<b>3</b>	<b>14936</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special resolution.

**2. AUTHORISING THE BOARD TO GIVE LOAN, GUARANTEE OR SECURITY IN CONNECTION WITH A LOAN TO ANY PERSON OR OTHER BODY CORPORATE AND ACQUISITION OF SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its powers) Rules, 2014, (including any amendment(s), statutory modification(s) or re-enactment thereof from time to time), any other applicable laws, if any, and the provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to give loan(s) to any person(s) or any other body Corporate(s) and/ or give any guarantee(s) or provide security(ies) in connection with a loan to any person(s) or any other body Corporate(s) and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate(s) in one or more tranches as and at such time or times and in such form or manner the Board may think fit, which together with the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far been provided by the company, from time to time, may exceed limit of 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the company, whichever is more, provided that the aggregate of such loan(s)/ guarantee(s)/ security(ies)/ investment(s) made by the company shall not exceed Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores Only) at any time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, or for making such investments and to take all necessary steps, to sign and execute varied deeds, applications, documents and writings that may be required and to do all such acts, deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	23	10931909	20	10916973	3	14936	0	0
E-voting at EOGM	04	907203	04	907203	0	0	0	0
<b>Total</b>	<b>27</b>	<b>11839112</b>	<b>24</b>	<b>11824176</b>	<b>3</b>	<b>14936</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special resolution.

**3. APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY EVERYDAY HERBAL BEAUTY CARE PRIVATE LIMITED, IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof from time to time), any other applicable laws, if any, and the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for advancing loan(s) and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan(s) taken / to be taken from financial institutions / banks

/ or any other person(s) / bodies corporate(s) by M/s Everyday Herbal Beauty Care Private Limited ("EHBCPL"), an entity in whom any of the director(s) of the Company is/are interested as specified in the explanation to Sub-section (b) of Section 2 of the section 185 of the Companies Act, 2013, up to an aggregate outstanding amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only) in one or more tranches as and at such time or times and in such form or manner the Board may think fit in their absolute discretion and in the interest of the Company, provided that such loans are utilized by EHBCPL for its principal business activities.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to sign and execute varied deeds, applications, documents and writings that may be required and to do all such acts, deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	23	10931909	19	10916873	4	15036	0	0
E-voting at EOGM	04	907203	04	907203	0	0	0	0
<b>Total</b>	<b>27</b>	<b>11839112</b>	<b>23</b>	<b>11824076</b>	<b>4</b>	<b>15036</b>	<b>0</b>	<b>0</b>

This resolution is passed as a Special resolution.

Thanking You,

Yours faithfully,

RANJIT BINOD KEJRIWAL  
Digitally signed by RANJIT BINOD KEJRIWAL  
Date: 2025.03.28 19:22:27 +05'30'

**Ranjit Binod Kejriwal**  
Practicing Company Secretary  
Membership No. 6116  
CP No. 5985  
Place: Surat  
Date: 28/03/2025  
UDIN: F006116F004173807