

September 08, 2020

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 Tuesday, September 07, 2021

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 Extraordinary General Meeting of the Company which was held on Tuesday, September 07, 2021 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.

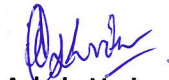
The aforesaid voting result of the EGM along with Scrutinizer's Report is placed on the website of the Company i.e. at www.zotahealthcare.com and is also place at the registered office of the Company for shareholders information.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

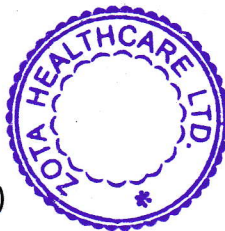


Ashvin Variya
(Company Secretary & Compliance Officer)

Place: Surat

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

ZOTA HEALTH CARE LIMITED
Voting Results - EXTRAORDINARY GENERAL MEETING (EGM)

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

Date of the EGM	07/09/2021
Total number of shareholders on record date	7273
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	5
Public	32

Resolution No. 1: TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION 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	17140387	3174330	18.52	3174330	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17140387	3174330	18.52	3174330	0	100	0
Public - Institutions	E-Voting	382	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	382	0	0	0	0	0	0
Public - Non Institutions	E-Voting	7419558	28449	0.38	28349	100	99.65	0.35
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	7419558	28449	0.38	28349	100	99.65	0.35
Total		24560327	3202779	13.04	3202679	100	99.997	0.003

Resolution No. 2: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO 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	17140387	3174330	18.52	3174330	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17140387	3174330	18.52	3174330	0	100	0
Public - Institutions	E-Voting	382	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	382	0	0	0	0	0	0
Public - Non Institutions	E-Voting	7419558	28449	0.38	28324	125	99.56	0.44
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	7419558	28449	0.38	28324	125	99.56	0.44
Total		24560327	3202779	13.04	3202654	125	99.996	0.004





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 Extraordinary General Meeting of the members of
Zota Health Care Limited held on 07th September, 2021
CIN: L24231GJ2000PLC038352
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 e-voting process along with e-voting process during the said EOGM and ascertaining the requisite majority on remote e-voting / e-voting process during the said EOGM carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Extraordinary General Meeting (EOGM) of the members of the company, held at 11.00 AM. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Tuesday, 07th day of September, 2021 at 11.00 A.M.
2. At the EOGM of the Company held on 07th day of September, 2021, the Company has also provided facility for e-voting process 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 EOGM conducted for the resolutions contained in the Notice to the EOGM of the members of the Company issued in accordance with circular dated June 23, 2021 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General Meeting ("EOGM") through VC / OAVM, without the physical presence of the Members at a common venue. My responsibility as a scrutinizer for the remote e-voting and e-voting 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 facility.

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

- i. The e-voting period remained open from 04th September, 2021 at 9.00 a.m. to 06th September, 2021 at 5.00 p.m.
- ii. The members of the Company as on the "cut-off" date i.e. 31st August, 2021 were entitled to vote on the resolutions (item No. 01 to 02 as set out in the notice of the EOGM of the Company).
- iii. The votes cast were unblocked on 08th September, 2021 at 12.50 p.m. in the presence of 2 (Two) witnesses namely **Ms. Purvi Jain** and **Mr. Pioush Tiwari** 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: **Ms. Purvi Jain**



Name: **Mr. Pioush Tiwari**

- 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 EOGM is as under:

RESOLUTION NO. 1:

TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, if any under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each by creation of additional 50,00,000 (Fifty Lakhs) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause "V" —

V. "The Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the equity shares to be allotted shall rank pari passu in all respects with and carry the same rights as the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT the Chairman of the Company or any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to the aforesaid resolution, including but not limited to incorporation of amendment / suggestion / observation made by Registrar of Companies to extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	16	3180475	15	3180375	1	100	0	0
E-Voting at EOGM	5	22304	5	22304	0	0	0	0
Total	21	3202779	20	3202679	1	100	0	0

This resolution is passed as a Special Resolution.

RESOLUTION NO. 2:

ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO 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.10.00/- each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 (**“FEMA”**), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2020 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (**“FDI Policy 2020”**) 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 6,00,000 (Six Lakhs) Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each, at an issue price of Rs. 280/- (Rupees Two Hundred and Eighty Only) (including a premium of Rs. 270/- (Rupees Two Hundred and Seventy Only)) aggregating to an amount of up to Rs. 16,80,00,000/- (Rupees Sixteen Crores Eighty 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 AND DETAILS OF PROPOSED ALLOTTEES	CATEGORY(PROMOTER / NON PROMOTER)	PROPOSED NO OF EQUITY SHARES IN THE COMPANY TO BE ALLOTTED	INDICATIVE AMOUNT (INR)
1.	<p>NAME: ASHA MUKUL AGRAWAL</p> <p>PAN NUMBER: ACWPG7133L</p> <p>ADDRESS: 208/209 THE CAPITAL, PLOT NO C 70 BLOCK G, BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI</p>	Non Promoter	Up to 5,80,000 (Five Lakhs Eighty Thousand)	Up to Rs. 16,24,00,000 (Rupees Sixteen Crores Twenty Four Lakhs Only)
2	<p>NAME: VIJAY RAMVALLABH KHETAN</p> <p>PAN: AACPK0093M</p> <p>ADDRESS: 103 INDRAPRASTHA 2A JITENDRA ROAD RAHEJA TOWNSHIP MALAD EAST MUMBAI MAHARASHTRA - 400097, INDIA</p>	Non Promoter	Up to 20,000 (Twenty Thousand)	Up to Rs. 56,00,000 (Rupees Fifty Six Lakhs Only)

	TOTAL	Up to 6,00,000	Up to Rs. 16,80,00,000
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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 Friday, August 06, 2021, 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 Allottees, 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 Equity Shares shall be allotted in dematerialized form within a period of 15 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 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	16	3180475	14	3180350	2	125	0	0
E-Voting at EOGM	5	22304	5	22304	0	0	0	0
Total	21	3202779	19	3202654	2	125	0	0

This resolution is passed as a Special Resolution.

Thanking You,
Yours faithfully,

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

Place: Surat
Date: 08/09/2021
UDIN: **F006116C000921910**