

February 18, 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: Declaration of Voting Results 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 Secretaries, 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 January 11, 2023 have been duly approved by the shareholders with requisite majority and effective from February 17, 2023 i.e. last date of e-voting on Postal Ballot resolutions.

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](http://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](mailto:info@zotahealthcare.com)  
Web: [www.zotahealthcare.com](http://www.zotahealthcare.com)

CIN: L24231GJ2000PLC038352

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

<b>Date of the Postal Ballot</b>	17-02-2023 (Voting started on January 19, 2023 (9:00 A.M. IST) and ended on February 17, 2023 (5:00 P.M. IST))
<b>Total number of shareholders on record date</b>	7645
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

<b>Resolution No. 1: To approve 'Zota Health Care - Employee Stock Option Plan 2022'</b>								
<b>Resolution required: (Ordinary/ Special)</b>						Special		
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>						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
<b>Promoter and Promoter Group</b>	E-Voting	17140042	0	0.00	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17140042</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Institutions</b>	E-Voting	40	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>40</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Non Institutions</b>	E-Voting	8020245	26210	0.327	26076	134	99.49	0.51
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>8020245</b>	<b>26210</b>	<b>0.33</b>	<b>26076</b>	<b>134</b>	<b>99.49</b>	<b>0.51</b>
<b>Total</b>		<b>25160327</b>	<b>26210</b>	<b>0.10</b>	<b>26076</b>	<b>134</b>	<b>0.10</b>	<b>0.0005</b>

<b>Resolution No. 2: To extend 'Zota Health Care - Employee Stock Option Plan 2022' to the employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future]</b>								
<b>Resolution required: (Ordinary/ Special)</b>						Special		
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>						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
<b>Promoter and Promoter Group</b>	E-Voting	17140042	0	0.00	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>17140042</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Institutions</b>	E-Voting	40	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>40</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public - Non Institutions</b>	E-Voting	8020245	26210	0.327	26076	134	99.49	0.51
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	<b>Total</b>	<b>8020245</b>	<b>26210</b>	<b>0.33</b>	<b>26076</b>	<b>134</b>	<b>99.49</b>	<b>0.51</b>
<b>Total</b>		<b>25160327</b>	<b>26210</b>	<b>0.10</b>	<b>26076</b>	<b>134</b>	<b>0.10</b>	<b>0.0005</b>

**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, 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 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 11<sup>th</sup> January, 2023 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 11<sup>th</sup> January, 2023 as detailed below:


Sr. No.	Type of Resolution	Particulars
1	Special Resolution	'Zota Health Care - Employee Stock Option Plan 2022'
2	Special Resolution	To extend 'Zota Health Care - Employee Stock Option Plan 2022' to the employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future]

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 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, and on account of threat posed by COVID- 19 pandemic situation, the Company has sent the Postal Ballot Notice on Monday, 16<sup>th</sup> January, 2023 by email only to the members who have registered their e-mail address with the Company/ Depositories.

3. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, 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 17<sup>th</sup> January, 2023 in "The Times of India" an English Newspaper and in "Gujarat Guardian" a vernacular (Gujarati) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 11<sup>th</sup> January, 2023 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 11<sup>th</sup> January, 2023. 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 Thursday, 19<sup>th</sup> January, 2023 at 9.00 a.m. to Friday, 17<sup>th</sup> February, 2023 at 5.00 p.m.
  - ii. The members of the Company as on the "cut-off" date i.e. Friday, 13<sup>th</sup> January, 2023 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 cast were unblocked on 18<sup>th</sup> February, 2023 at 10.20 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 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/>.





- v. The combined result of remote e-voting and e-voting during AGM is as under:

**RESOLUTION NO. 1:**

**TO APPROVE 'ZOTA HEALTH CARE - EMPLOYEE STOCK OPTION PLAN 2022'**

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
E-Voting	26	26210	23	26076	3	134	0	0
<b>Total</b>	<b>26</b>	<b>26210</b>	<b>23</b>	<b>26076</b>	<b>3</b>	<b>134</b>	<b>0</b>	<b>0</b>

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 favor of the special resolutions are more than three times the number of votes cast against the special resolutions, therefore the special resolutions 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:**

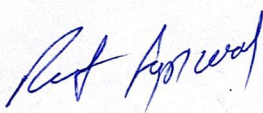
**TO EXTEND APPROVAL OF 'ZOTA HEALTH CARE - EMPLOYEE STOCK OPTION PLAN 2022' TO THE EMPLOYEES OF HOLDING COMPANY, ITS SUBSIDIARY COMPANY (IES) AND/ OR ASSOCIATE COMPANY(IES), GROUP COMPANY(IES) [PRESENT AND FUTURE]**

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
E-Voting	26	26210	23	26076	3	134	0	0
<b>Total</b>	<b>26</b>	<b>26210</b>	<b>23</b>	<b>26076</b>	<b>3</b>	<b>134</b>	<b>0</b>	<b>0</b>

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 favor of the special resolutions are more than three times the number of votes cast against the special resolutions, therefore the special resolutions 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: 18.02.2023  
UDIN: F006116D003169914