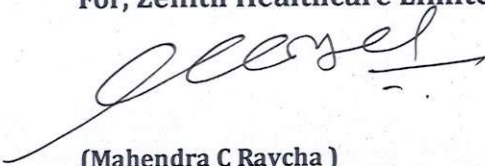


Resolution No. 3: To appoint M/s. Jayesh R. Mor & Co., Chartered Accountants, Ahmedabad (FRN 122056W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration

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 outstan ding 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	1,54,43,579	1,52,54,079	98.77	1,52,54,079	0	100	0
	Poll		0	0	0	0	0	
Public- Institutions	E-Voting	2,11,000	-	-	-	-	-	-
	Poll		-	-	-	-	-	
Public- Non- Institutions	E-Voting	3,80,84,421	45,42,526	11.93	45,42,426	100	99.997	0.003
	Poll		1,23,996	0.33	1,23,390	606	99.51	0.48
Total		5,37,39,000	1,99,20,601	37.06	1,99,19,895	706	99.996	0.004

For, Zenith Healthcare Limited



(Mahendra C Raycha)
Chairman cum Managing Director
(DIN: 00577647)



Resolution No. 2: To appoint a Director in place of Mrs. Neela Raycha (DIN: 01258479), who retires by rotation and being eligible offers herself for re-appointment.

Resolution Required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes (Mrs. Neela M. Raycha, Mr. Mahendra Raycha and Mr. Akshit M. Raycha Promoters of the Company are interested in this Resolution)						
Category	Mode of Voting	No. of Shares Held (1)	No. of votes Polled (2)	%of Votes Polled on outstan ding 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)]*1 00	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	1,54,43,579	1,52,54,079	98.77	1,52,54,079	0	100	0
	Poll		0	0	0	0	0	0
Public- Institutions	E-Voting	2,11,000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	3,80,84,421	45,42,526	11.93	45,42,426	100	99.997	0.003
	Poll		1,23,996	0.33	1,23,996	0	100	0
Total		5,37,39,000	1,99,20,601	37.06	1,99,20,501	100	99.999	0.001



Details of Voting Results

1.	Date of the AGM/EGM	28th September, 2016
2.	Total number of shareholders on record date/Book Closure	8,870 (As on cut-off date i.e. September 21, 2016)
3.	No. of shareholders present in the meeting either in person or through proxy	
	• Promoters and Promoter Group	3
	• Public	149
4.	No. of shareholders attended the meeting through video conferencing	
	• Promoters and Promoter Group	Not Arranged
	• Public	

Agenda-wise

Resolution / Agenda wise details of voting are as under:

Resolution No. 1: To receive, consider, approve and adopt the Financial Statement of Accounts including Audited Balance Sheet as at 31/3/2016 and the statement of Profit & Loss for the year ended on that date and the Report 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 outstan ding 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)]*1 00	% of Votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter Group	E-Voting	1,54,43,579	1,52,54,079	98.77	1,52,54,079	0	100	0
	Poll		0	0	0	0	0	0
Public- Institutions	E-Voting	2,11,000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
Public- Non- Institutions	E-Voting	3,80,84,421	45,42,526	11.93	45,42,426	100	99.997	0.003
	Poll		1,23,996	0.33	1,23,996	0	100	0
Total		5,37,39,000	1,99,20,601	37.06	1,99,20,501	100	99.999	0.001



Consolidated Scrutinizers' Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of
of 22nd Annual General Meeting of the Equity Shareholders
Zenith Healthcare Limited (the Company)
504, Iscon Elegance, Nr. Ananddham Jain Derasar,
Prahladnagar Cross Road, S.G. Road,
Ahmedabad-380 015

Dear Sir,

I, Devesh Khandelwal, proprietor of Khandelwal Devesh & Associates, Company Secretaries, Ahmedabad, have been appointed as Scrutinizer of **Zenith Healthcare Limited**, ("the Company") for the purpose of scrutinizing the e-voting process and voting by poll in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting by poll carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 22nd Annual General Meeting of the Equity Shareholders of **Zenith Healthcare Limited** held on Wednesday, 28th September, 2016 at 10.00 A.M. at ATMA Conference Hall, Ahmadabad Textile Mills' Association, Ashram Road, Ahmadabad- 380 009

I submit my report as under:

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll at the AGM) on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the Company. My responsibility as the scrutinizer is restricted to make a scrutinizer report of the votes cast in favour / against the resolutions stated in the notice.
2. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for voting through electronic means to all the members who are eligible to take part in the remote e-voting.
3. The e-voting period remained open from September 25, 2016 at 10.00 a.m. and ends on September 27, 2016 at 5.00 p.m.



4. The shareholders holding shares as on the "cut off" date i.e. September 21, 2016 were entitled to vote on the proposed resolution (Item No. 1 to 3 as set out in the Notice of the AGM of the Company).
5. Accordingly the electronic votes cast were taken into account and at the end of this voting period, on September 27, 2016(at 5.00 p.m.), the e-voting portal was blocked for voting by CDSL.
6. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened by me in presence of Mr. Manoj V.Ayadi and Ms. Monica Jain and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
8. The poll paper which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately
9. After the conclusion of the Annual General Meeting of the Company, the votes cast at the meeting were counted and the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses **1. Mr. Manoj V.Ayadi** and **2. Ms. Monica Jain** who are not in the employment of the Company.
10. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "**For**" and "**Against**", were downloaded from the e-voting website i.e. <https://www.evotingindia.com>. Data regarding the e-voting were diligently scrutinized.
11. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, Folio No. or Client ID of the shareholders, No. of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights

Consolidated report on result of e-voting and voting by poll is as under:



Item No. 1: As an Ordinary Resolution

To receive, consider, approve and adopt the Financial Statement of Accounts including Audited Balance Sheet as at 31/3/2016 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon. :

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	129	1,23,996	0.62
Through remote e-voting	41	1,97,96,505	99.38
Total	170	1,99,20,501	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	01	100	0.00
Total	01	100	0.00

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through voting by poll	20	19,125
Through remote e-voting	-	-
Total	20	19,125



Item No. 2: As an Ordinary Resolution

To appoint a Director in place of Mrs. Neela Raycha (DIN: 01258479), who retires by rotation and being eligible offers herself for re-appointment

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	129	1,23,996	0.62
Through remote e-voting	41	1,97,96,505	99.38
Total	170	1,99,20,501	100

i. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	01	100	0.00
Total	01	100	0.00

ii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through voting by poll	20	19,125
Through remote e-voting	-	-
Total	20	19,125



Item No. 3: As an Ordinary Resolution

To appoint M/s. Jayesh R. Mor & Co., Chartered Accountants, Ahmedabad (FRN 122056W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	126	1,23,390	0.62
Through remote e-voting	41	1,97,96,505	99.38
Total	167	1,99,20,501	99.997

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	03	606	0.003
Through remote e-voting	01	100	0.000
Total	04	706	0.003

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through voting by poll	20	19,125
Through remote e-voting	-	-
Total	20	19,125



Continuation Sheet

Khandelwal Devesh & Associates,
Company Secretaries

12. Based on the above voting, all resolutions carried on with requisite majority accordingly we request the Chairman of 22nd Annual General Meeting to announce the results of the voting.
13. A list of equity,shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
14. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes.

Thanking you,

Yours faithfully,

For, Khandelwal Devesh & Associates
Company Secretaries



Devesh
Devesh Khandelwal
Proprietor
COP: 4202
FCS: 6897

Manoj V. Ayadi
Witness 1:
Mr. Manoj V. Ayadi

Monica
Witness 2:
Ms. Monica Jain

Place: Ahmedabad
Dated: 30.09.2016

COUNTERSIGNED BY:
For, Zenith Healthcare Ltd

Mahendra C Raycha
Mahendra C Raycha
Chairman & Managing Director
(DIN: 00577647)