zota®
healthcare ltd.

September 02, 2021

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: Outcome of Board Meeting held on Thursday, September 02, 2021

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we Zota Health Care Limited (the "Company") would like to inform you that the Board of Directors of the Company in its Meeting held on Thursday, September 02, 2021 at 02:00 P.M. at the registered office of the Company situated at Zota House, 2/896, Hira Modi Street, Sagrampura, Surat – 395002, Gujarat have, *inter alia*, discussed and approved following businesses:

1. Considered and Approved the Director's Report for the year ended March 31, 2021.

2. Considered and approved notice of the 21st Annual General Meeting (AGM). Board has decided to hold the 21st Annual General Meeting on Thursday, the 30th day of September, 2021 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Notice of the 21st AGM of the Company is enclosed herewith *(Annexure – I)*.

3. Decided to close the register of members of the Company from Friday, September 24, 2021 to Thursday, September 30, 2021 for the purpose of payment of final dividend and Annual General Meeting.

4. Decided Thursday, September 23, 2021 as the Cut-Off date as for the purpose of E-voting and payment of final Dividend. Dividend shall be payable to Equity Shareholders, whose names stand registered on the Company's Register of Members:
   a) As Beneficial Owners as at the end of business hours on September 23, 2021 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and;
   b) As Members in the Register of Members of the Company after giving effect to valid deletion of name /transmission (As per SEBI circular, as of now no physical transfer of shares are permitted) in physical form lodged with the Company before September 23, 2021.

   Member's whose names are appearing on register of members as on September 23, 2021 shall be eligible for e-voting.

ZOTA HEALTHCARE LTD.

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

CIN : L24231GJ2000PLC038352

5. The Board has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and the votes casted through e-voting system during the 21st Annual General Meeting of the Company. The e-voting facility shall starts from Monday, September 27, 2021 at 9:00 a.m. and shall end on Wednesday, September 29, 2021 on 5:00 p.m.

The Board meeting concluded at 2:45 P.M.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

ZOTA HEALTHCARE LTD.

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

Encl: a/a

Annexure - I

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the members of Zota Health Care Limited ('the Company') will be held on Thursday, the 30th day of September, 2021 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

The venue of the meeting shall be deemed to be the Registered Office of the Company at Zota House, 2/896, Hira Modi Street, Sagrampura, Surat – 395002, Gujarat, India.

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2021, together with the Reports of the Board of Directors and Auditors thereon.

2. Declaration of final dividend on equity shares @10% i.e. Re.1/- per Equity share for the financial year 2020-21.

3. To appoint a Director in place of Mr. Kamlesh Rajanikant Zota, Whole-time Director (DIN- 00822705), who retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESSES:

4. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), any other applicable laws, if any, the approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Moxesh Ketanbhai Zota (DIN:07625219) as the Managing Director of the Company for the further period of five years from the expiry of his present term, that is with effect from October 07, 2021 to October 06, 2026 at following terms and conditions:

   Terms & Conditions:
   (1) Period of appointment: Re-appointment for the further period of five years from the expiry of his present term, that is with effect from October 07, 2021 to October 06, 2026;
   (2) Remuneration: Rs. 150,000/- per month and commission of 0.1% of annual turnover;
   (3) Sitting Fees: Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof."

   "RESOLVED FURTHER THAT in case of loss or inadequate profit Mr. Moxesh Ketanbhai Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration."

   "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."

5. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149, 150 read with schedule IV and any other applicable provisions of the Companies Act, 2013 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 to the re-appointment of Mrs. Varshabahen Gaurang Mehta (DIN:

07611561) as a Non-Executive Independent Director on the Board of the Company to hold office for a term of five consecutive years commencing from the expiry of her present term that is with effect from September 10, 2021 till September 09, 2026 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 September 10, 2021 till September 09, 2026;
(2) Remuneration: NIL;
(3) Sitting Fees: Rs. 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."

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions, rules (including any statutory modification or re-enactment thereof from time to time), if any, of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended; the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Moxesh Ketanbhai Zota, as the Managing Director of the Company and payment of the remuneration for holding the office as the Managing Director; as detailed explained in the Explanatory Statement."

"RESOLVED FURTHER THAT the above related party transaction to be entered and the transaction(s) already been entered either individually or collectively may exceed the threshold for material related party transactions or 10% of total turnover or 10% of net worth of the Company and is done at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Place: Surat
Date: 02.09.2021

By order of the Board
for **ZOTA HEALTH CARE LIMITED**
Sd/-
Ashvin Variya
Company Secretary & Compliance Officer

Notes:

a. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 21st AGM of the Company shall be the registered office of the Company.
b. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
c. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Annual General Meeting through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen

signatures of those representative(s) authorized under the said resolution to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

d. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

e. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at www.zotahealthcare.com , on website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL https://www.evoting.nsdl.com

f. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 21th AGM without any restriction on account of first-come first-served principle.

h. Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 24th day of September, 2021 to Thursday, the 30th day of September, 2021 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting and for Annual General Meeting.

i. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 29, 2021 through email at cszota@zotahelthcare.com. The same will be addressed by the Company suitably.

j. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Thursday, the 30th September, 2021 to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:

   a. As Beneficial Owners as at the end of business hours on 23rd September, 2021 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and

   b. As Members in the Register of Members of the Company after giving effect to valid deletion of name /transmission (As per SEBI circular, as of now no physical transfer of shares are permitted) in physical form lodged with the Company before 23rd September, 2021".

k. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A separate communication in this regards shall be forwarded to all the shareholders to their registered e-mail addresses.

l. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investors Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

m. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding

shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

n. Members holding shares in physical form are requested to notify following details to the Registrar and Transfer Agent (RTA) of the Company **Satellite Corporate Services Pvt. Ltd**. having registered address A/106-107, Dattani Plaza MTNL Lane, East West Compound, Andheri Kurla Road, Sakinaka, Mumbai-400072

   i) Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company)
   ii) E-mail id (for receiving notices and annual reports through e-mail id.)
   iii) Any change in address (application form is available at website of the Company www.zotahealthcare.com under investor relation tab.)
   iv) PAN card copy for the record of the Company as required under the Guidelines of the SEBI.

o. Members who are having shares in physical mode and want to register their nominee as per Section 72 of the Companies Act, 2013 are requested to send from SH-13 for nomination or form SH-14 for cancelation of nomination. Form SH-13 and SH-14 are available on Company's website www.zotahealthcare.com under investor relation tab.

p. The details of directors appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Particulars	MR. KAMLESH RAJANIKANT ZOTA
DIN No.	00822705
Date of Birth	17-01-1973
Date of Appointment on current position	01-04-2010
Qualification	Bachelor in Pharmacy
Expertise in specific functional areas	Mr. Kamlesh Rajanikant Zota has done Bachelor in Pharmacy from Gujarat University. He has started his carrier as a Sr. Technical Assistant in Torrent Pharma Ltd in the year 1995 after that he has worked as a Production Officer at Unique Pharmaceuticals Laboratories and subsequently joined our Company at the time of its incorporation, thus having an aggregate experience of around 26years in the Pharmaceutical Industry. He has played lead role in getting regulatory approval for various facilities like NAFDAC, TFDA, FMHACA, PPD, NMRA, etc. He is looking after various business matters of the Company like factory management, work related to FDCA for domestic products as well as for export products, WHO certification, trademark and patent registration, customs and export documentation, pharmaceutical related regulatory compliances, etc.
Relationship between Directors inter-se and with Manager and other KMPs	N.A.
Names of listed entities including this entity in which the person also holds the directorship	Zota Health Care Limited
Names of listed entities including this entity in which the person also holds the membership of Committees of the board	NIL
No. of Shares Held	1991103
No. of Board Meeting attended during last Financial Year	05

Remuneration drawn during last Financial Year	25.77 Lakhs

Particulars	MR. MOXESH KETANBHAI ZOTA
DIN No.	07625219
Date of Birth	12/11/1990
Date of Appointment on current position	07/10/2016
Qualification	Bachelor of Pharmacy, Master of Science (MBA) in International Marketing and Business Management
Expertise in specific functional areas	Mr. Moxesh Ketanbhai Zota has done Bachelor of Pharmacy from Gujarat Technological University and also awarded with degree of Master of Science (MBA) in International Marketing and Business Management from BPP University, United Kingdom. Under his strategic leadership company has managed to get footprint in 30+ foreign countries. He is also looking after the affairs of Davaindia project. He is looking after overall management, export business, strategy formulations for new project implementation, research on future scenario of pharmaceutical market, development of business in foreign countries and product registration in foreign countries.
Relationship between Directors inter-se and with Manager and other KMPs	Son of Mr. Ketankumar Chandula Zota (the Non-executive Chairman of the Company)
Names of listed entities including this entity in which the person also holds the directorship	Zota Health Care Limited
Names of listed entities including this entity in which the person also holds the membership of Committees of the board	NIL
No. of Shares Held	494150
No. of Board Meeting attended during last Financial Year	05
Remuneration drawn during last Financial Year	25.77 Lakhs

PARTICULARS	MRS. VARSHABAHEN GAURANG MEHTA
DIN No.	07611561
Date of Birth	13/07/1966
Date of Appointment on current position	10/09/2016
Qualification	Bachelor of Ayurvedic Medicine and Surgery
Expertise in specific functional areas	Mrs. (Dr.) Varshabahen Gaurang Mehta has completed her Bachelor of Ayurvedic Medicine and Surgery (BAMS) from O.H. Nazar Ayurvedic University, Surat (Gujarat). She is General Physician and running her clinic named Shreeji Clinic in Surat. Her core area of practice belongs to the Pharmaceutical sector and she has acquainted herself with the

	tremendous knowledge of the Pharmaceutical industry. She is also well versed with the trends prevailing in the said Industry.
Relationship between Directors inter-se and with Manager and other KMPs	N.A.
Names of listed entities including this entity in which the person also holds the directorship	Nil
Names of listed entities including this entity in which the person also holds the membership of Committees of the board	Zota Health Care Limited:- (i) Audit Committee – Member (ii) Nomination and Remuneration Committee – Chairman (iii) Corporate Social Responsibility Committee – Member
No. of Shares Held	4838
No. of Board Meeting attended during last Financial Year	05
Remuneration drawn during last Financial Year	0.39 Lakhs

q. E-voting:

i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs ('MCA') dated April 08, 2020, April 13, 2020, May 05, 2020, SEBI circular dated December 09, 2020 and other relevant MCA and SEBI circulars as issued from time to time; the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting during the AGM will be provided by NSDL.

ii) The members who are entitled to vote and participate in the AGM through VC / OAVM, and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.

iii) The members who have voted though e-voting are also entitled to attend/ participate in the AGM through VC / OAVM but not entitled to cast their vote during the meeting.

iv) The Board of Directors of the Company has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary as a scrutinizer to scrutinize the e-voting during the Annual General Meeting and the remote e-voting process in a fair and transparent manner.

v) The Cut-off date for the purpose of e-voting is Thursday, the 23rd day of September, 2021. Members whose names are appearing on Register of Members on Thursday, the 23rd day of September, 2021 are entitled to vote through e-voting.

vi) The e-voting facility will be start from Monday, the 27th day of September, 2021 at 9:00 a.m. and will end on Wednesday, the 29th day of September, 2021 on 5:00 p.m.

r. Since this AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 27th day of September, 2021 at 09: 00 A.M. and ends on Wednesday, 29th day of September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, September 23, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 23, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from

NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita More at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cszota@zotahealthcare.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cszota@zotahealthcare.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number atcszota@zotahealthcare.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company in its meeting held on June 25, 2021 has subject to the approval of the shareholders in ensuing general meeting, re-appointed Mr. Moxesh Ketanbhai Zota (DIN: 07625219) as the Managing Director of the Company for the further period of five years from the expiry of his present term, that is with effect from October 07, 2021 to October 06, 2026.

The Company shall pay to Mr. Moxesh Ketanbhai Zota the remuneration of Rs. 150,000/- per months and commission of 0.1% of annual turnover of the Company and in case of loss or inadequate profit he shall be entitled to receive the remuneration as stated above as the Minimum Remuneration. Apart from this the Company shall pay to him the sitting fees of Rs. 5000/- for attending Board or Committee meetings which is subject to revise from time to time as may be decided by the Board of Directors.

Mr. Moxesh Ketanbhai Zota satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

BRIEF PROFILE OF MR. MOXESH KETANBHAI ZOTA

Mr. Moxesh Ketanbhai Zota has done Bachelor of Pharmacy from Gujarat Technological University and also awarded with degree of Master of Science (MBA) in international marketing and business management from BPP University, United Kingdom.

He is young entrepreneur and having been associated as the Managing Director of Zota Health Care Limited ('the Company') since the year 2016. Under his strategic leadership company has managed to get footprint in 30+ foreign countries. He is also looking after the affairs of Davaindia project.

He is looking after overall management, export business, strategy formulations for new project implementation, research on future scenario of pharmaceutical market, development of business in foreign countries and product registration in foreign countries.

As on the date of this notice he has hold 494150 shares in the Company.

Keeping in view of his experience and services rendered by him being the Managing Director of the Company it is in best interest of the Company to re-appoint him as Managing Director of the Company. Accordingly, the

Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Moxesh Ketanbhai Zota and Mr. Ketankumar Chandulal Zota, to the extent of their shareholding none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

The performance of the Company have improved and is expected to improve further in the coming years. However, in view of adverse conditions, it incur losses due to uncontrollable reasons, resulting in inadequate profits to pay managerial remuneration. In such an event, Mr. Moxesh Ketanbhai Zota may be entitled to minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No.4 is as follow:

I. General information:

(1) Nature of industry

The Company is engaged in manufacturing and marketing of pharmaceutical products and caters both domestic and international markets.

(2) Date or expected date of commencement of commercial production: July, 2000

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators: (Rs. In Lakhs)

Particulars	Standalone	
	For the year Ended 31-03-2021	For the year Ended31-03-2020
Revenue from operations	10684.12	9511.27
Other Income	125.66	151.30
Profit/ (loss) before tax and Exceptional Items	(134.42)	388.02
Exceptional Items	102.88	-
Profit/ (loss) before Taxation	(31.54)	388.02
Income Tax	1.55	105.61
Deferred Tax	(16.85)	6.40
Profit after Taxation	(16.24)	276.01

(5) Foreign investments or collaborations, if any:

During the last financial year, the Company has neither made any foreign investment nor entered into any foreign collaboration. The Company has foreign investments and collaboration which has been done in past financial years are as below:

Date of making investments	Name of entity in which investment has been made	Amount (in Rs.)
06-07-18	Zota Health Care Lanka (Pvt) Ltd	86680

II. Information about the appointee:

(1) Background details

Mr. Moxesh Ketanbhai Zota is young entrepreneur and Managing Director of the Company and serves Company since 2014. He has been appointed as Managing Director of the Company w.e.f. October 07, 2016.He has done

Bachelor of Pharmacy from Gujarat Technological University and also awarded with degree of Master of Science (MBA) in international marketing and business management from BPP University, United Kingdom.

(2) Past remuneration

During the Financial Year 2020-21 the Company has paid remuneration of Rs. 25.77 Lakhs to Mr. Moxesh Ketanbhai Zota for the position of Managing Director of the Company.

(3) Recognition or awards: N.A.

(4) Job profile and his suitability

At present Mr. Moxesh Ketanbhai Zota serves as Managing Director of the Company. He is associated with the Company since 2014. He is looking after overall management, export business, strategy formulations for new project implementation, research on future scenario of pharmaceutical market, development of business in foreign countries and product registration in foreign countries. Under his leadership company has managed to get footprint in 30+ foreign countries. He is strive for more and more products registrations in foreign countries and fruition of that company has registered whooping more than 200+ products in various foreign countries and more than 150+ products are under registration stage.

(5) Remuneration proposed; (i)Rs. 150,000/- per month
(ii) Commission of 0.1% of annual turnover;
(iii) Sitting fees of Rs. 5000/- per meeting

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into account the Industry in which Company Operates, Size of the Company, Experience, Skills, Expertise's and responsibilities that have been handled by Mr. Moxesh Ketanbhai Zota for the position of Managing Director of the Company, the remuneration paid is equivalent with the remuneration packages paid in the peer companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Moxesh Ketanbhai Zota is son of Mr. Ketankumar Chandulal Zota, Chairman of the Company.

Apart from receiving remunerations by Mr. Moxesh Ketanbhai Zota they do not have any other pecuniary relationship with the Company.

III. Other information:

(1) Reasons of loss or inadequate profits (2) Steps taken or proposed to be taken for improvement (3) Expected increase in productivity and profits in measurable terms	As you all are kind aware that Zota Health Care Limited has launched its most esteemed project DAVAINDIA back in the year 2017, DAVAINDIA is retail generic pharmacy chain. Under this project more than 591+stores have already been opened. As of now DAVAINDIA is India's largest private sector generic pharmacy chain. For aggressive escalation of the project and to take the advantage of first movers, the Company has incurred huge working capital expenses in the project. The Company is poised that with increasing numbers of new stores and sales volume, the Company shall able to tapering the effect of expenses.

Item No. 5:

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company in its meeting held on June 25, 2021 has subject to the approval

of the shareholders in ensuing general meeting, re-appointed Mrs. Varshabahen Gaurang Mehta (DIN: 07611561) as an Independent Director of the Company for the further period of five years from the expiry of his present term, that is with effect from September 10, 2021 till September 09, 2026.

Apart from the sitting fees Rs. 5000/- for attending Board or Committee meetings which is subject to revise from time to time as may be decided by the Board of Directors, she will not receive any remuneration. Mrs. Varshabahen Gaurang Mehta is independent to the Company and possesses the required qualifications and skills.

Mrs. Varshabahen Gaurang Mehta satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under subsection (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for being eligible for her re- appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

BRIEF PROFILE OF MRS. VARSHABAHEN GAURANG MEHTA

Mrs. (Dr.) Varshabahen Gaurang Mehta has completed her Bachelor of Ayurvedic Medicine and Surgery (BAMS) from O.H. Nazar Ayurvedic University, Surat (Gujarat). She is General Physician and running her clinic named Shreeji Clinic in Surat.

She having been associated as the Non-executive Independent Director of Zota Health Care Limited since the year 2016.Her core area of practice belongs to the Pharmaceutical sector and she has acquainted herself with the tremendous knowledge of the Pharmaceutical industry. She is also well versed with the trends prevailing in the said Industry.

As on the date of this notice she has hold 4838 shares in the Company.

Keeping in view of his experience and services rendered by her during her first term as the non-executive independent director of the Company, it is in best interest of the Company to re-appoint her as the Non-Executive Independent Director of the Company. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 5 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mrs. Varshabahen Gaurang Mehta, to the extent of her shareholding none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 6:

The Members of the Company in 19th Annual General Meeting dated September 21, 2019 have approved the series of related party transactions which contains various parties, in which members have also approved the related party transaction for paying remuneration to Mr. Moxesh Ketanbhai Zota, Managing Director of the Company.

The term of Mr. Moxesh Ketanbhai Zota as the Managing Director of the Company is going to be completed on this October 06, 2021 and the Board of Directors have proposed for the re-appointment for the furtherperiod of five year commencing from October 07, 2021 till October 06, 2026. As of now Company is paying remuneration of Rs. 1.5 lakhs per month plus commission of 0.1% of annual turnover of the Company to him and the total monthly remuneration paid to him is less than 2.5 lakhs per month. With increasing turnover of the Company, in future it is expected that monthly remuneration payable to him might increase the threshold of Rs. 2.5 lakhs per month. Hence, it is required to obtain members approval.

Nature of related party transaction for which member's approval is sought is as below:

Name of Individual/ Company/ Partnership firm with whom Company has entered into related party transactions	Mr. Moxesh Ketanbhai Zota
Person who is interested in Related Party Transaction along with designation	Mr. Ketankumar Chandulal Zota (Non – Executive Chairman) and Mr. Moxesh Ketanbhai Zota (Managing Director)
Amount Involve in transaction	Remuneration of Rs. 1.5 lakh per month + commission of 0.1% of annual turnover
Nature of Transaction	Re-appointed as the Managing Director of the Company

The related party transaction with Mr. Moxesh Ketanbhai Zota, Managing Director of the Company has already been first approved by the Audit Committee of the Company in its meeting held on June 25, 2021 and the same have been further approved by the Board of Directors in its meeting held on June 25, 2021.

The Board of Directors recommend the matter and the resolution set out under Item no. 6 for approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Moxesh Ketanbhai Zota and Mr. Ketankumar Chandulal Zota, to the extent of their shareholding none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.