September 03, 2026

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 03, 2026

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

With reference to the captioned subject; we, M/s 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 03, 2026 at 02:00 P.M. have, *inter alia*, discussed and approved following businesses:

1. Considered and Approved the Director's Report for the year ended March 31, 2026.
2. Considered and approved Notice of the 26th Annual General Meeting (AGM). Board has decided to hold the 26th AGM on Monday, September 28, 2026 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Notice of the 26th AGM of the Company is enclosed herewith ***(Annexure – 2)***.
3. Decided Monday, September 21, 2026 as the Record 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 21, 2026 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 21, 2026.

   Member's whose names are appearing on register of members as on September 21, 2026 shall be eligible for e-voting.

4. 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 26th AGM of the Company. The e-voting facility shall start from Friday, September 25, 2026 at 9:00 A.M. and shall end on Sunday, September 27, 2026 on 5:00 P.M.

5. Considered and approved the appointment of Mr. Mahaveer Dhariwal (DIN: 11893880), as the Additional Director, to be designated as the Independent Director of the Company, subject to the approval of the shareholders at the ensuing AGM, who shall hold office for the period of five consecutive years commencing from September 03, 2026 to September 02, 2031 on such terms and conditions as determined by the Board from time and time.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are annexed herewith as **Annexure-1.**

The Board meeting concluded at 6:15 P.M.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

Ashvin Bhagavanbhai Variya

Digitally signed by Ashvin Bhagavanbhai Variya
Date: 2026.09.03 19:16:38 +05'30'

Ashvin Variya
(Group Company Secretary & Compliance Officer)

Place: Surat
Encl.: a/a

Annexure-1

Particulars	Details
Name of Director	Mr. Mahaveer Dhariwal (DIN: 11893880)
Reason for change viz. appointment, ~~resignation, removal, death or otherwise~~	Appointed as the Additional Director, to be designated as the Independent Director of the Company.
Date of appointment /~~cessation/reappointment~~ (~~as applicable~~) & term of appointment	For the period of five consecutive years commencing from September 03, 2026 to September 02, 2031; subject to the approval of the shareholders at the ensuing Annual General Meeting.
Brief profile (in case of appointment)	CA Mahaveer Dhariwal is a Chartered Accountant with over 15 years of experience. He has worked with ICICI Bank, where he gained deep hands-on experience in banking operations, treasury forex functions and financial processes. He is also well-versed in handling tax disputes, tax litigation and international taxation matters. Beyond traditional finance, he uses modern technical tools to automate data and processes, helping people get clear and timely information to make better business decisions. Many leading banks and financial institutions have recognized and awarded him for his outstanding work offered in the area of business finance.
Disclosure of Relationship between Directors (in case of appointment of a director)	N.A.
Information as required under applicable SEBI Circulars	Mr. Mahaveer Dhariwal is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given for the 26th Annual General Meeting of the members of M/s Zota Health Care Limited (the "Company") will be held on Monday, the 28th day of September, 2026 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 situated 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 March 31, 2026, 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 FY 2025-26.

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

SPECIAL BUSINESSES:

4. To appoint Mr. Mahaveer Dhariwal (DIN: 11893880) as the Independent Director of the Company

To consider and if through fit, to pass with or without modification, the following resolution as the **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other applicable provisions, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), any other applicable regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company; the consent of the members of the Company, be and are hereby accorded to appoint Mr. Mahaveer Dhariwal (DIN: 11893880), who was appointed as the Additional Director designated as the Independent Director on the Board of Directors of the Company w.e.f. September 03, 2026, in terms of Section 161 of the Act and who holds office up to the date of this ensuing Annual General Meeting ("AGM"); be and is hereby appointed as the Independent Director of the Company for a term of five consecutive years commencing from September 03, 2026 to September 02, 2031 at following terms and conditions:

(1) Period of appointment: Appointment for a term of five consecutive years commencing from September 03, 2026 to September 02, 2031;
(2) Remuneration: NIL;
(3) Sitting Fees: Rs. 10,000/- per meeting for attending meeting of the Board or Committees thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are 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 re-appoint Mr. Moxesh Ketanbhai Zota (DIN: 07625219) as the Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) and any other regulation, if any, of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company; the consent of the members of the Company, be and are hereby accorded for re-appointment of Mr. Moxesh Ketanbhai Zota (DIN: 07625219) as the Managing Director of the Company, for the further period of five years commencing from the expiry of his present term w.e.f. October 07, 2026 to October 06, 2031 at the terms and conditions as detailed set out in the explanatory statement."

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

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are 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 approve the remuneration payable to Mr. Ketankumar Chandulal Zota (DIN: 00822594), Non-Executive Chairman of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197 & 198 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(ca) and any other regulation, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), (including any statutory modification or amendment(s) thereto or re-enactment thereof for the time being in force), any other applicable laws, if any, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company; the consent of the members of the Company, be and are hereby accorded for the payment of remuneration payable to Mr. Ketankumar Chandulal Zota (DIN: 00822594), Non-Executive Chairman of the Company, for the financial 2026-27, at the terms and conditions as detailed set out in the explanatory statement."

"RESOLVED FURTHER THAT in case of loss or inadequate profit, Mr. Ketankumar Chandulal 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 are 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."

7. To approve the related party transactions with respect to payment of remunerations or salary to Directors and Senior Marketing Manager of the Company

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 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company; the approval of the members of the Company, be and are hereby accorded for the below mentioned related party transactions ("RPTs"):

a) continuing the existing RPTs with respect to payment of salary entered with Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company, as approved by the members of the Company in the 23rd Annual General Meeting dated September 29, 2023;

b) continuing the existing RPTs with respect to payment of remunerations entered with, Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, Whole-time Directors of the

Company, as approved by the members of the Company in the 25th Annual General Meeting dated September 29, 2025; and

c) approve the RPTs to be entered with respect to remuneration payable to Mr. Ketankumar Chandulal Zota, Non-executive Chairman of the Company and re-appointment of Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, along with the remuneration payable to him, as detailed explained in explanatory statement of item no. 7."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are 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."

8. To approve material related party transaction(s) between the Company and M/s Everyday Herbal Beauty Care Limited, Subsidiary of the Company

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 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Industry Standards on Related Party Transactions ("Industry Standards") and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company, be and are hereby accorded for the below mentioned related party transactions ("RPTs") entered and/or to be entered between the Company and M/s Everyday Herbal Beauty Care Limited ("Everyday"), Subsidiary of the Company, with respect:

(a) To grant Unsecured loan to Everyday for an amount not exceeding Rs. 40.00 crores;
(b) To Sale, Purchase or Supply of Goods/ Products/ Materials for an amount not exceeding Rs. 100.00 crores for the financial year 2026-27;
(c) To provide supply chain management services to Company Owned Company Operated ("COCO") stores of All Day Stores ("ADS") operated by Everyday for an amount not exceeding Rs. 7.00 crores for the FY 2026-27 with an indicative base price of 15% of the sales value and it reduces gradually with increase in quantum of transactions; and
(d) To make payment to Everyday with respect to brand usage or royalty of ADS for an amount not exceeding Rs. 3.00 crores for the FY 2026-27 and the Company will pay 3% of the total sales made to Franchise Owned Franchise Operated ("FOFO") stores of ADS operated by the Company in the form of royalty; as detailed explained in the explanatory statement."

"**RESOLVED FURTHER THAT** the above RPTs to be entered and already been entered may collectively exceed the threshold for material RPTs which is 10% of annual consolidated turnover of the Company as per the last audited financials and is done at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are 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: 03.09.2026

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

Notes:

1. Pursuant to the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") read with the Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (herein after referred to as "SEBI Circulars") and all other relevant circulars issued from time to time; physical attendance of the members of the Company to the AGM venue is not required and Annual General Meeting (herein after referred to as "AGM") to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, members can attend and participate in the ensuing AGM through VC/OAVM.

2. In terms of the MCA circulars and SEBI circulars, since this AGM is being held through VC / OAVM, pursuant to the MCA circulars and SEBI circulars, physical attendance of members of the Company has been dispensed with. Accordingly, the facility for appointment of proxies under Section 105 of the Companies Act, 2013 (herein after referred to as "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.

3. Corporate Members pursuant to Section 113 of the Act intending to attend the AGM through their authorized representatives, are requested to send to the Company, a certified copy of the 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.

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Body Corporates are entitled to appoint authorised representative(s) to attend the AGM through VC/OAVM, participate and cast their votes through e-voting.

5. The Members of the Company can join the AGM in VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) (herein after referred to as "SEBI Listing Regulations"), and MCA Circular dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (herein after referred to as "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 venue voting on the date of the AGM will be provided by NSDL.

8. The Explanatory Statement according to Section 102 of the Act setting out material facts under Item No. 4 to 7 of the Notice is annexed hereto.

9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars and SEBI Circulars.

10. In compliance with the MCA Circulars, SEBI Circulars and Regulation 36(1)(a) of SEBI Listing Regulations, Notice of the AGM along with Annual Report for the financial year ("FY") 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ Registrar and Transfer Agent (herein after referred to as "RTA")/ Depository Participants/ Depositories. Further, in compliance with Regulation 36(1)(b) of SEBI Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the FY 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/ RTA/ Depository Participants/ Depositories.

    Members may note that the AGM Notice along with Annual Report 2025-26 will also be available on the Company's website at www.zotahealthcare.com, on the website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at https://www.evoting.nsdl.com.

11. Members who wish to obtain a physical copy of the Integrated Annual Report for the FY 2025-26 (including the Notice of the 26th AGM) shall be sent, only to those Members who specifically request for the same. Accordingly, members may write to the Company through e-mail at cszota@zotahealthcare.com requesting for the same by providing their holding details.

12. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (herein after referred to as "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.

13. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 27, 2026 through e-mail at cszota@zotahealthcare.com. The same will be addressed by the Company suitably.

14. The dividend on equity shares of the Company as recommended by the Board of Directors of the Company, when approved at the AGM of the Company, will be made payable within 30 days of the date of declaration i.e. Monday, September 28, 2026 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 Monday, September 21, 2026 as per the list provided by NSDL and Central Depository Services (India) Limited (herein after referred to as "CDSL") 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 is permitted) in physical form lodged with the Company before Monday, September 21, 2026.

15. 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 regard specifying applicable rates for different category along with other relevant details shall be forwarded to all the shareholders to their registered

email addresses.

16. 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 (herein after referred to as “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 at www.iepf.gov.in. The details of unclaimed/unpaid dividend lying with the Company are available on the website of the Company at https://www.zotahealthcare.com/investorrelations/unpaid-unclaimed-dividend/.

17. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective DPs, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its RTA 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 DPs 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 DPs.

18. Members holding shares in physical form are requested to notify following details to the RTA of the Company, **Satellite Corporate Services Pvt. Ltd.,** having registered address situated at 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 shareholders 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
    iv) Copy of PAN card for the record of the Company as required under the Guidelines of the SEBI.

    The abovementioned details could be updated/ changed by filing Form ISR-1 with the RTA/Company. The same is available at the website of the Company at www.zotahealthcare.com under investor relation tab).

19. Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, members who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from April 01, 2024.

    Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by Securities and Exchange Board of India (herein after referred to as “SEBI”) in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ Nos. 38 & 39).

    Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (“ISR”) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach our RTA, on or before Monday, September 21, 2026, the cut- off date. ISR Forms can be accessed from the website of the Company at https: // www.zotahealthcare.com/investorrelations/forms-and-applications/.

20. **E-voting:**

    i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 venue voting on the date of 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 casted 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 through 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 Kejriwal, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

    v) The Cut-off date for the purpose of e-voting is Monday, September 21, 2026. Members whose names are appearing on the Register of Members on Monday, September 21, 2026 are entitled to vote through e-voting.

    vi) The e-voting facility will start from Friday, September 25, 2026 at 9:00 A.M. and will end on Sunday, September 27, 2026 on 5:00 P.M.

21. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, e-mail id, mobile number at cszota@zotahealthcare.com. The same will be replied by the Company suitably.

22. Since this 26th 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 THE ANNUAL GENERAL MEETING ARE AS UNDER: -

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

The remote e-voting period begins on Friday, September 25, 2026 at 09:00 A.M. and ends on Sunday, September 27, 2026 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 record date (cut-off date) i.e. Monday, September 21, 2026, 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 i.e. Monday, September 21, 2026.

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

<u>Step 1: Access to NSDL e-Voting system</u>

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

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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 hold 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 Company name or e-Voting service provider i.e. 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. 5. Shareholders/Mem bers can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then, user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available at 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 Company name or e-Voting service provider i.e. 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.com 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 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

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.com 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 EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGHVC/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" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join 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 at cszota@zotahealthcare.com. The same will be replied by the Company suitably.

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

Item No. 4:

The tenure of Mrs. (Dr.) Varshabahen Gaurang Mehta, Independent Director of the Company, shall be completed on September 09, 2026, and as her second term of five consecutive years as the Independent Director of the Company would be completed, she cannot be re-appointed in the Company.

Accordingly, the position of Independent Director would be vacated in the Company and henceforth, in accordance with the provisions of Regulation 17(1) of SEBI Listing Regulations, the Company is required to have at least half of the total number of Directors on the Board as Independent Directors.

In view of the same, the Nomination and Remuneration Committee of the Company in its meeting held on August 27, 2026 has recommended for the appointment of Mr. Mahaveer Dhariwal as the Additional Director to be designated as the Independent Director of the Company; subject to the approval of the Board of Directors and members of the Company. In terms of Section 161(1) of the Act, Mr. Mahaveer Dhariwal can hold the office only up to the date of this ensuing AGM.

Considering the recommendation, the Board of Directors of the Company in their meeting held on September 03, 2026 have appointed him the Additional Director to be designated as the Independent Director of the Company for a term of five consecutive years starting from September 03, 2026 to September 02, 2026; subject to the approval of the members in the ensuing General meeting to be held within a period of three months from the date of Board approval.

In the opinion of the Board, Mr. Mahaveer Dhariwal possesses the requisite integrity, expertise and experience and fulfil the criteria of Independence as specified under Section 149 of the Act and SEBI Listing Regulations, as may be amended from time to time. He is also independent to the Company and possesses required qualifications and skills and he is not liable to retire by rotation.

The Company has received the consent from Mr. Mahaveer Dhariwal as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder, as well as Regulation 16(1)(b) of SEBI Listing Regulations and also a declaration confirming that he is not disqualified from being appointed as the Director as per the provisions of Section 164 of the Act. Apart from the sitting fees as may be decided by the Board of Directors from time to time for attending the Board or Committee meetings, he will not receive any remuneration. He is not debarred from holding the office of the Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

Further, the name of Mr. Mahaveer Dhariwal is already there in the Independent Director's Databank and considering his experience as a Practicing Chartered Accountant for at least ten years, he has got exempted from clearing the online proficiency self-assessment test as mandated by the Indian Institute of Corporate Affairs.

The brief profile of Mr. Mahaveer Dhariwal in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided as under:

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Mahaveer Dhariwal (DIN: 11893880)
2	D.O.B.	13/12/1988
3	Age (in years)	37
4	Brief resume of the Director including nature of expertise in specific functional areas and Experience	CA Mahaveer Dhariwal is a Chartered Accountant with over 15 years of experience. He has worked with ICICI Bank, where he gained deep hands-on experience in banking operations, treasury forex Functions and financial processes. He is also well-versed in handling tax disputes, tax litigation and international taxation matters. Beyond traditional finance, he uses modern technical tools to automate data and processes, helping people get clear and timely information to make better business decisions. Many leading banks and financial institutions have recognized and awarded him for his outstanding work offered in the area of business finance.
5	Date of first Appointment on the Board	September 03, 2026
6	Remuneration last drawn by such person	N.A.
7	Qualification	B. Com, FCA, DISA (ICAI)
8	Number of equity shares held in the Company	NIL
9	Number of Board Meetings attended during FY 2026-27	1
10	Directorships held in other Companies	NIL
11	Chairmanships of Committees in other Companies	NIL
12	Memberships of Committees in other Companies	NIL
13	Relationships between Directors, Manager and Key Managerial Personnel of the Company inter-se	N.A.
14	Terms and conditions of appointment	Appointment for a term of five consecutive years commencing from September 03, 2026 to September 02, 2031.
15	Details of remuneration sought to be paid	Remuneration of Rs. NIL and Sitting Fees of Rs. 10,000/- per meeting for attending meeting of the Board or Committees thereof.

16	Justification for choosing the appointees for appointment	Mr. Mahaveer Dhariwal possesses the requisite integrity, expertise, experience, qualifications and skills. He is also independent to the Company.
17	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	

The Board of Directors of the Company in their meeting held on September 03, 2026 have recommended the appointment of Mr. Mahaveer Dhariwal as the Independent Director of the Company and hereby further recommends the matter and the resolution set out in item no. 4 for the approval of shareholders by way of the Special resolution.

Pursuant to Section 102 of the Act, the Board of Directors of the Company do hereby confirm that except Mr. Mahaveer Dhariwal, none of the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 4.

Item No. 5:

The members of the Company at the 21st Annual General Meeting ("AGM") held on September 30, 2021, have re-appointed Mr. Moxesh Ketanbhai Zota as the Managing Director of the Company for a period of five consecutive years commencing from October 07, 2021 to October 06, 2026 and he is eligible for re-appointment.

In view of completion of his tenure, the Nomination and Remuneration Committee ("NRC") of the Company in its meeting held on August 27, 2026 has recommended for 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 w.e.f. October 07, 2026 to October 06, 2031; subject to the approval of the Board of Directors and members of the Company.

Mr. Moxesh Ketanbhai Zota is in charge of the overall management, export business, strategy design for new project implementation, research on future pharmaceutical market scenarios, international business development, and looking after product registrations in the foreign markets. The Board is of the opinion that the re-appointment and his presence on the Board will be desirable, beneficial and in the best interest of the Company.

Considering the recommendation of NRC and the opinion of the Board, the Board of Directors of the Company in their meeting held on September 03, 2026 have re-appointed him as the Managing Director of the Company for a further period of five consecutive years starting from October 07, 2026; subject to the approval of the members in the ensuing General meeting to be held within a period of three months from the date of Board approval; and he is not liable to retire by rotation.

Mr. Moxesh Ketanbhai Zota satisfies all the conditions set out in Part-I of Schedule V to the Act and Section 196(3) of the Act, for being eligible for his re-appointment. He has also confirmed that he is not disqualified from being appointed as the Director as per the provisions of Section 164 of the Act and has given his consent to act as the Director as per the provisions of Section 152 of the Act. He is not debarred from holding the office of the Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

The details of remuneration and compensation to be payable to Mr. Moxesh Ketanbhai Zota for his position as the Managing Director of the Company would be as follows:

i. **Remuneration**: Rs. 60,00,000/- per annum and commission of 0.20% of annual consolidated turnover;
ii. **Sitting Fees**: Rs. 5,000/- per meeting for attending meeting of the Board or Committees thereof;
iii. **Perquisites:** any one Club membership of Rs. 10,00,000/- with annual Maintenance fee of Rs. 1,00,000/- per annum and Family Trip of an amount not exceeding Rs. 10,00,000/- per annum; and
iv. **Allowances:** Running & Maintenance of Car, Driver's Salary and Personal Accident Insurance as covered under employer – employee contract.

Further, the Board of Directors of the Company in their meeting held on May 22, 2026 have noted the representations received from Directors belonging to the Promoter & Promoter Group Category, which includes Mr. Moxesh Ketanbhai Zota, regarding voluntarily fixation of the upper cap limit for the cumulative remuneration to be paid to them including all perquisites and allowances, if any, in a single financial year, which shall not exceed an upper cap limit of Rs. 12.00 crores in aggregate and this capping have been fixed till the end of financial year 2030. Accordingly, the total remuneration to be payable to Mr. Moxesh Ketanbhai Zota for the position of Managing Director along with the other Promoter Directors, which includes Mr. Ketankumar Chandulal Zota, Non-executive Chairman of the Company, Mr. Himanshu Muktilal Zota, Mr. Kamlesh Rajanikant Zota and Mr. Viren Manukant Zota, Whole-time Directors of the Company, in a single financial year would not exceed Rs. 12.00 crores.

The brief profile of Mr. Moxesh Ketanbhai Zota in terms of Regulation 36(3) of SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided as under:

Sr. No.	**Particulars**	**Details**
1	Name of the Director	Mr. Moxesh Ketanbhai Zota (DIN: 07625219)
2	D.O.B.	12/11/1990
3	Age (in years)	35
4	Brief resume of the Director including nature of expertise in specific functional areas and Experience	He serves as the Managing Director of the Company and is associated with the Company since 2014. He is in charge of overall management, export business, strategy design for new project implementation, research on future pharmaceutical market scenarios, international business development, and looking after product registrations in foreign markets. Under his guidance, the organisation has established a global presence in more than 30 countries. He has pushed for more product registrations in foreign countries, with a total of 325 products registered in various countries and another 261 products in the process of being registered.
5	Date of first Appointment on the Board	07/10/2016
6	Remuneration last drawn by such person	At 25th AGM of the Company held on September 29, 2025, the members of the Company have revised the remuneration payable to Mr. Moxesh Ketanbhai Zota, for the remaining period of his present term of appointment up to October 06, 2026. With effect from October 01, 2025, the Company has paid him the remuneration of Rs. 60,00,000/- per annum, commission of 0.20% of annual consolidated turnover and sitting fees of Rs. 5,000/- per meeting for attending Board or Committee thereof. Along with the remuneration as stated above, he was also entitled to: (a) Perquisites: any one Club membership of Rs. 10,00,000/- with annual Maintenance fee of Rs. 1,00,000/- per annum and Family Trip for an amount not exceeding Rs. 10,00,000/- per annum; and (b) Allowances: Running & Maintenance of Car, Driver's Salary and Personal Accident Insurance as covered under employer – employee contract. Further, during the last FY 2025-26, he has drawn the remuneration of Rs. 126.00 lakhs.
7	Qualification	He has done Bachelor of Pharmacy from Gujarat Technological University, Gujarat and MBA in international Marketing & Business Management from BPP University, UK.
8	Number of equity shares held in the Company	As at March 31, 2026, he holds 4,94,150 equity shares in the Company, representing 1.43% of the Company's total equity share capital.

9	Number of Board Meetings attended during FY 2026-27	5
10	Directorships held in other Companies	8
11	Chairmanships of Committees in other Companies	NIL
12	Memberships of Committees in other Companies	2
13	Relationships between Directors, Manager and Key Managerial Personnel of the Company inter-se	Mr. Moxesh Ketanbhai Zota is the son of Mr. Ketankumar Chandulal Zota, Non-executive Chairman of the Company.
14	Terms and conditions of appointment	Re-appointment for the further period of five years commencing from the expiry of his present term i.e. w.e.f. October 07, 2026 to October 06, 2031.
15	Details of remuneration sought to be paid	i. **Remuneration**: Rs. 60,00,000/- per annum and commission of 0.20% of annual consolidated turnover; ii. **Sitting Fees**: Rs. 5,000/- per meeting for attending meeting of the Board or Committees thereof; iii. **Perquisites:** any one Club membership of Rs. 10,00,000/- with annual Maintenance fee of Rs. 1,00,000/- per annum and Family Trip for an amount not exceeding Rs. 10,00,000/- per annum; and iv. **Allowances:** Running & Maintenance of Car, Driver's Salary and Personal Accident Insurance as covered under employer – employee contract.

The performance of the Company has improved and is expected to improve further in the coming years. However, in view of the adverse conditions, it might incur losses due to uncontrollable reasons, resulting in inadequate profits to pay managerial remuneration. In such an event, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, may be entitled to minimum remuneration. Accordingly, the statement as required under Section-II of Part-II of the Schedule V of the Act is as follow:

I. GENERAL INFORMATION:		
A	**Nature of Industry:**	The Company is engaged in manufacturing and marketing of pharmaceutical products and caters both domestic and international markets.
B	**Date or expected date of commencement of commercial production:**	July, 2000
C	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**	Not Applicable
D	**Financial performance based on given indicators:**	(Rs. in lakhs)

Particulars	**Standalone**	
	For the year Ended 31-03-2026 (Audited)	**For the year Ended 31-03-2025 (Audited)**

Revenue from operations	40700.72	25727.61
Other Income	1340.18	462.34
Profit/ (loss) before tax and Exceptional Items	4075.36	1184.33
Exceptional Items	(98.96)	0.00
Profit/ (loss) before Taxation	3976.40	1184.33
Income Tax	1084.41	335.64
Deferred Tax	(101.34)	13.03
Profit after Taxation	2790.66	861.72

E	**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 which are as below:

Date of making investments	06-07-18
Name of entity in which investment has been made	Zota Health Care Lanka (Pvt) Ltd
Amount (in Rs.)	86,680

As at March 31, 2026, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	**Shareholding as % of total no. of shares**
Foreign Portfolio Investors Category 1	8.16
Foreign Portfolio Investors Category 2	0.06
Non-Resident Indians	0.33

II. INFORMATION ABOUT THE APPOINTEE:		
a	**Background details:**	The background details and profile are stated in "Brief Profile of Mr. Moxesh Ketanbhai Zota" as mentioned above in the explanatory statement to item no. 5.
b	**Past remuneration:**	The past remuneration is stated in "Brief Profile of Mr. Moxesh Ketanbhai Zota" as mentioned above in the explanatory statement to item no. 5.
c	**Recognition or awards:**	Not Applicable
d	**Job profile and his suitability:**	The job profile and suitability are stated in "Brief Profile of Mr. Moxesh Ketanbhai Zota" as mentioned above in the explanatory statement to item no. 5.
e	**Remuneration proposed:**	The remuneration proposed is stated in "Brief Profile of Mr. Moxesh Ketanbhai Zota" as mentioned above in the explanatory statement to item no. 5.
f	**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**	Taking into account the industry in which the Company operates, size of the Company, experience, skills, expertise and responsibilities that is being handling by Mr. Moxesh Ketanbhai Zota, the remuneration payable is equivalent with the remuneration packages paid in the peer companies.
g	**Pecuniary relationship directly or indirectly with the Company, or**	Apart from the remuneration paid to him as the Managing Director as stated above and his respective shareholding held directly or indirectly in the Company, Mr. Moxesh Ketanbhai Zota being the son

	relationship with the managerial personnel, if any:	of Mr. Ketankumar Chandulal Zota, Non-Executive Chairman of the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.
III. OTHER INFORMATION:		
a	**Reasons of loss or inadequate profits:**	The Company had launched its most esteemed project DAVAINDIA back in the year 2017 with Franchise Owned Franchise Operated (FOFO) stores and further launched Company Owned Company Operated (COCO) in 2020, which are being operated under M/s Davaindia Health Mart Limited, the Wholly Owned Subsidiary of the Company. DAVAINDIA is retail generic pharmacy chain. As at March 31, 2026, the Company has opened 2,597 Davaindia stores across India with the blend of 1,656 COCO stores and 923 FOFO stores. 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 capital expenditure along with operational and working capital expenses in the said project. The Company is poised that with increasing the numbers of matured COCO stores and sales volume; the Company shall able to tapering the effect of expenses.
b	**Steps taken or proposed to be taken for improvement:**	
c	**Expected increase in productivity and profits in measurable terms:**	

The Board of Directors of the Company in their meeting held on September 03, 2026 have recommended the re-appointment of Mr. Moxesh Ketanbhai Zota as the Managing Director of the Company and hereby further recommends the matter and the resolution set out in item no. 5 for the approval of shareholders by way of the Special resolution.

Pursuant to Section 102 of the Act, 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 the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 5.

Item No. 6:

The Board of Directors in their meeting held on October 07, 2016 have appointed Mr. Ketankumar Chandulal Zota as the Chairman and Non-executive Director of the Company.

Considering the dedicated services and significant contribution provided by Mr. Ketankumar Chandulal Zota to the overall growth of the Company, the Nomination and Remuneration Committee ("NRC") of the Company in its meeting held on August 27, 2026 has taken into consideration the industry standards and to commensurate with the services rendered by him, has proposed the fixation of remuneration payable to him for the FY 2026-27; subject to the approval of the Board of Directors and members of the Company.

Considering the recommendation, the Board of Directors of the Company in their meeting held on September 03, 2026 have proposed to pay him the remuneration for the FY 2026-27 in the form of Profit Related Commission of 0.30% of annual consolidated turnover of the Company, to be paid on quarterly basis; subject to the approval of the members of the Company as the remuneration payable to him exceeds fifty percent of the total annual remuneration payable to all the Non-executive Directors of the Company for the FY 2026-27 as per the provisions of Regulation 17(6)(ca) of SEBI Listing Regulations.

Further, the Board of Directors of the Company in their meeting held on May 22, 2026 have noted the representations received from Directors belonging to the Promoter & Promoter Group Category, which includes Mr. Ketankumar Chandulal Zota, regarding voluntarily fixation of the upper cap limit for the cumulative remuneration to be paid to them including all perquisites and allowances, if any, in a single financial year, which shall not exceed an upper cap limit of Rs. 12.00 crores in aggregate and this capping have been fixed till the end of financial year 2030. Accordingly, the total remuneration to be payable to Mr. Ketankumar Chandulal Zota for the position of Non-executive Chairman along with the other promoter directors, which includes Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Himanshu Muktilal Zota, Mr. Kamlesh Rajanikant Zota and Mr. Viren Manukant Zota, Whole-time Directors of the Company, in a single financial year would not exceed Rs. 12.00 crores.

The brief profile of Mr. Ketankumar Chandulal Zota in terms of Regulation 36(3) of SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided as under:

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Ketankumar Chandulal Zota (DIN: 00822594)
2	D.O.B.	07/10/1966
3	Age (in years)	60
4	Brief resume of the Director including nature of expertise in specific functional areas and Experience	He is a Promoter, Chairman and Non-executive Director of the Company originally from Varahi (Patan, Gujarat) and then adopted Surat. He has started his career with a small retail medical store in the year 1984; after that, in the year 1995, he has started Zota Pharmaceuticals, a proprietorship concern with only 6 brands and now, he is the Chairman of Zota Health Care Limited. He has vast 35+ years of experience in the Pharmaceutical Industry. His dynamic leadership led the Company become a major player in Pharma Industry. He is entrusted with the responsibilities of looking after the planning and implementing new marketing strategies and projects of the Company. From the foundation day of ZOTA, his vision is to provide the affordable medicines to the masses. For his remarkable contribution to the pharmaceutical industry, his work has been appreciated by many stakeholders.
5	Date of first Appointment on the Board	12/07/2000
6	Remuneration last drawn by such person	During the last financial year, he has been paid with profit related commission of 0.30% of annual consolidated turnover of the Company and sitting fees of Rs. 5,000/- per meeting for attending Board or Committee thereof. Further, during the last FY 2025-26, he has drawn the remuneration of Rs. 83.60 lakhs.
7	Qualification	He has done D Pharmacy from Gujarat University, Ahmedabad in the year 1983.
8	Number of equity shares held in the Company	As at March 31, 2026, he holds 30,51,363 equity shares in the Company, representing 8.81% of the Company's total equity share capital.
9	Number of Board Meetings attended during FY 2026-27	5
10	Directorships held in other Companies	NIL
11	Chairmanships of Committees in other Companies	NIL
12	Memberships of Committees in other Companies	NIL
13	Relationships between Directors, Manager and Key Managerial Personnel of the Company inter-se	Mr. Ketankumar Chandulal Zota is father of Mr. Moxesh Ketanbhai Zota, Managing Director of the Company.

14	Terms and conditions of appointment	Profit Related Commission of 0.30% of annual consolidated turnover of the Company and Sitting Fees of Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof, for the FY 2026-27.
15	Details of remuneration sought to be paid	

The performance of the Company has 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. Ketankumar Chandulal Zota, Non-executive Chairman of the Company, may be entitled to minimum remuneration. Accordingly, the statement as required under Section-II of Part-II of the Schedule V of the Act is as follow:

I. GENERAL INFORMATION:		
a	**Nature of Industry:**	The Company is engaged in manufacturing and marketing of pharmaceutical products and caters both domestic and international markets.
b	**Date or expected date of commencement of commercial production:**	July, 2000
c	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**	Not Applicable
d	**Financial performance based on given indicators:**	(Rs. in lakhs)

Particulars	**Standalone**	
	For the year Ended 31-03-2026 (Audited)	**For the year Ended 31-03-2025 (Audited)**
Revenue from operations	40700.72	25727.61
Other Income	1340.18	462.34
Profit/ (loss) before tax and Exceptional Items	4075.36	1184.33
Exceptional Items	(98.96)	0.00
Profit/ (loss) before Taxation	3976.40	1184.33
Income Tax	1084.41	335.64
Deferred Tax	(101.34)	13.03
Profit after Taxation	2790.66	861.72

e	**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 which are as below:

Date of making investments	06-07-18
Name of entity in which investment has been made	Zota Health Care Lanka (Pvt) Ltd
Amount (in Rs.)	86,680

As on March 31, 2026, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	Shareholding as % of total no. of shares
Foreign Portfolio Investors Category 1	8.16
Foreign Portfolio Investors Category 2	0.06
Non-Resident Indians	0.33

II. INFORMATION ABOUT THE APPOINTEE:		
a	**Background details:**	The background details and profile are stated in "Brief Profile of Mr. Ketankumar Chandulal Zota" as mentioned above in the explanatory statement to item no. 6.
b	**Past remuneration:**	The past remuneration is stated in "Brief Profile of Mr. Ketankumar Chandulal Zota" as mentioned above in the explanatory statement to item no. 6.
c	**Recognition or awards:**	In the year 2016, he has received *'Lifetime Achievement Award'* with the hand of DCGI (Drug Controller General of India) and in the year 2019, he has been awarded as a *'Pharma Ratna Asia'* at Pharma Ratan Universe – 2019.
d	**Job profile and his suitability:**	The job profile and suitability are stated in "Brief Profile of Mr. Ketankumar Chandulal Zota" as mentioned above in the explanatory statement to item no. 6.
e	**Remuneration proposed:**	The remuneration proposed is stated in "Brief Profile of Mr. Ketankumar Chandulal Zota" as mentioned above in the explanatory statement to item no. 6.
f	**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**	Taking into account the industry in which Company operates, size of the Company, experience, skills, expertise and responsibilities that is being handling by Mr. Ketankumar Chandulal Zota, the remuneration payable is equivalent with the remuneration packages paid in the peer companies.
g	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**	Apart from the remuneration paid to him as the Non-executive Chairman as stated above and his respective shareholding held directly or indirectly in the Company, Mr. Ketankumar Chandulal Zota being the father of Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.
III. OTHER INFORMATION:		
a	**Reasons of loss or inadequate profits:**	The Company had launched its most esteemed project DAVAINDIA back in the year 2017 with Franchise Owned Franchise Operated (FOFO) stores and further launched Company Owned Company Operated (COCO) in 2020, which are being operated under M/s Davaindia Health Mart Limited, the Wholly Owned Subsidiary of the Company. DAVAINDIA is retail generic pharmacy chain. As at March 31, 2026, the Company has opened 2,597 Davaindia stores across India with the blend of 1,656 COCO stores and 923 FOFO stores. 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 capital expenditure along with operational and working capital expenses in the said project. The Company is poised that with increasing the numbers of matured COCO stores and sales volume; the Company shall able to tapering the effect of expenses.
b	**Steps taken or proposed to be taken for improvement:**	
c	**Expected increase in productivity and profits in measurable terms:**	

The Board of Directors of the Company in their meeting held on September 03, 2026 have recommended the proposed remuneration payable to Mr. Ketankumar Chandulal Zota as the Non-executive Chairman of the Company for FY 2026-27 and hereby further recommends the matter and the resolution set out in item no. 6 for the approval of shareholders by way of the Special resolution.

Pursuant to Section 102 of the Act, the Board of Directors of the Company do hereby confirm that except Mr. Ketankumar Chandulal Zota and Mr. Moxesh Ketanbhai Zota, to the extent of their shareholding, none of the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 6.

Item No. 7:

The members of the Company in 23rd Annual General Meeting held on September 29, 2023 have approved a series of related party transactions which consist of various parties, in which members have also approved related party transaction for appointing and paying salary to Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company.

The members of the Company in 25th Annual General Meeting held on September 29, 2025 have approved a series of related party transactions which consist of various parties, in which members have also approved related party transactions for revision in payment of remunerations to Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, the Whole-time Directors of the Company.

Further, the Board has recommended the re-appointment of Mr. Moxesh Ketanbhai Zota as the Managing Director of the Company for the further period of five years from the expiry of his present term w.e.f. October 07, 2026 to October 06, 2031, and has proposed the remuneration of Rs. 60,00,000/- per annum, commission of 0.20% of annual consolidated turnover of the Company and sitting fees of Rs. 5,000/- per meeting for attending meeting of the Board or Committees thereof. Along with the remuneration as stated above, he shall also be entitled to:

(a) Perquisites: any one Club membership of Rs. 10,00,000/- with annual Maintenance fee Rs. 1,00,000/- per annum and Family Trip not exceeding Rs. 10,00,000/- per annum; and
(b) Allowances: Running & Maintenance of Car, Driver's Salary and Personal Accident Insurance as covered under employer – employee contract.

He is a part of the Promoter Group and also the son of Mr. Ketankumar Chandulal Zota, Non-executive Chairman of the Company.

Further, the Board has also proposed the Profit Related Commission of 0.30% of annual consolidated turnover of the Company and Sitting Fees of Rs. 5,000/- per meeting for attending meeting of the Board or Committees thereof, payable to Mr. Ketankumar Chandulal Zota, Non-Executive Chairman of the Company, for the FY 2026-27. He is a Promoter and also the father of Mr. Moxesh Ketanbhai Zota, Managing Director of the Company.

The aforesaid transactions would fall under the definition of related party transactions ("RPTs") and as per the requirement of the Act and SEBI Listing Regulations, the approval of the Audit Committee and Board or members of the Company shall be required, as per the quantum of amount to be payable to him.

Considering the same, the proposed re-appointment of Mr. Moxesh Ketanbhai Zota and remunerations to be payable to Mr. Ketankumar Chandulal Zota and Mr. Moxesh Ketanbhai Zota, and the RPTs which have already been approved in the 23rd and 25th Annual General Meeting of the Company, would not exceed the threshold of material RPT. Hence, it is not be required to obtain members approval under SEBI Listing Regulations. Although, the said RPTs would be done at arm's length basis.

Pursuant to the provisions of Section 188 of the Act read with rules made thereunder, whenever the monthly salaries or remuneration paid to the related parties exceeds Rs. 2.5 lakhs per month, then approval of the members of the Company by way of an Ordinary resolution shall be required. Hence, in view of aforesaid transactions, it is required to obtain approval of members of the Company. Further, the information as required under the Act and Rules made thereunder are as below:

(Rs. in lakhs)

Sr. No.	Particulars	Details of transactions	
1	Name of the related party:	Mr. Ketankumar Chandulal Zota	Mr. Moxesh Ketanbhai Zota
2	Name of the Director or Key Managerial Personnel who is related, if any:	Mr. Ketankumar Chandulal Zota (Chairman) and Mr. Moxesh Ketanbhai Zota (Managing Director)	Mr. Moxesh Ketanbhai Zota (Managing Director) and Mr. Ketankumar Chandulal Zota (Chairman)
3	Nature of relationship:	Chairman and Non-executive Director of the Company	Managing Director of the Company
4	Following details of the contract or arrangements:		
	Nature	Holding of office or place of profit in the Company.	
	Material terms	Remuneration proposed to be paid to Mr. Ketankumar Chandulal Zota for 1 year (FY 2026-27).	Proposed re-appointment and remuneration payable to Mr. Moxesh Ketanbhai Zota w.e.f. October 07, 2026 till October 06, 2031.
	Monetary value	Profit related Commission of 0.30% of annual consolidated turnover of the Company for the FY 2026-27.	Remuneration of Rs. 60,00,000 per annum and commission of 0.20% of the annual consolidated turnover from October 07, 2026 till October 06, 2031. (a) Perquisites: any one Club membership of Rs. 10,00,000/- with annual Maintenance fee Rs. 1,00,000/- per annum and Family Trip not exceeding Rs. 10,00,000/- per annum; and (b) Allowances: Running & Maintenance of Car, Driver's Salary and Personal Accident Insurance as covered under employer – employee contract.
		Note: In addition to the fixed remuneration, Directors shall get sitting fees of Rs. 5,000/- for attending meeting of the Board or Committees.	
	Particulars	Remuneration proposed to be paid to Mr. Ketankumar Chandulal Zota	Proposed re-appointment and remuneration payable to Mr. Moxesh Ketanbhai Zota
5	Any other information relevant or important for the members to take a decision on the proposed resolution:	The Non-executive Chairman and Managing Director have provided dedicated services and significant contribution to the overall growth of the Company. Thus, the Board taking into consideration industry standards and to commensurate with the services rendered by them, has a view to fix remunerations payable to them along with re-appointment of the Managing Director of the Company.	

The RPTs with Mr. Ketankumar Chandulal Zota, Non-Executive Chairman of the Company and Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, have already been approved by the Audit Committee and Board of Directors of the Company in their respective meetings held on September 03, 2026.

Except as provided above, the remaining RPTs as approved by the members of the Company in their 23rd & 25th Annual General Meeting with Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company, and with Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, the Whole-time Directors of the Company, for payment of salary and revision of remunerations respectively, will be continued as originally approved in their respective meetings.

The Board of Directors of the Company have recommended the matter and the resolution set out in item no. 7 for the approval of shareholders by way of an Ordinary resolution.

Pursuant to Section 102 of the Act, the Board of Directors of the Company do hereby confirm that except the related parties stated above, to the extent of their shareholding, none of the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 7.

Item No. 8:

The Board of Directors of the Company in their meeting held on September 04, 2025 have approved providing Unsecured loan to Everyday for an amount not exceeding Rs. 40.00 crores for the period of 10 years at the rate of 7.30% per annum. Further, the Audit Committee of the Company in its meeting held on September 04, 2025 has also approved the said RPT.

Further, the Audit Committee of the Company in its meetings held on the below mentioned dates has approved various omnibus RPTs with Everyday:

a) On May 22, 2026 has granted omnibus approval for Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday for an amount not exceeding Rs. 45.00 crores for the FY 2026-27. Further, considering the FOFO model of ADS operated by the Company, the Audit Committee of the Company in its meeting held on September 03, 2026 has enhanced the limit of the said approval to an amount not exceeding Rs. 100.00 crores for the FY 2026-27.

b) On May 22, 2026 has granted omnibus approval for providing Supply Chain Management services to COCO stores of ADS operated by Everyday for an amount not exceeding Rs. 7.00 crores for the FY 2026-27.

c) On September 03, 2026 has also granted omnibus approval involving payment made to Everyday with respect to brand usage or royalty of ADS for an amount not exceeding Rs. 3.00 crores for the FY 2026-27.

The aforesaid transactions would fall under the definition of RPTs and as per the requirement of the Act and SEBI Listing Regulations, the approval of the Audit Committee and Board or members of the Company shall be required, as per the quantum of amount of transactions.

Further, as per Regulation 23 of SEBI Listing Regulations, a transaction with the related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

Considering the same, the RPTs entered and/or to be entered by the Company with Everyday with respect to providing Unsecured loan, Sale, Purchase or Supply of Goods/ Products/ Materials, supply chain management services and payment to Everyday with respect to brand usage or royalty; are collectively exceeding the threshold of materiality. Hence, prior approval of the members of the Company is required to be obtained. Although, the said RPTs shall be in the ordinary course of business of the Company and on an arm's length basis.

Further, RPT Industry Standards, effective from September 01, 2025, states that the listed entity shall provide the Minimum information to the Shareholders for the approval of Material RPTs. The information as required under the said standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

(Rs. in lakhs, except wherever specified)

Particulars	Details
(A1) Basic Details	

<table>
<tr><td>Name of the related party</td><td>M/s Everyday Herbal Beauty Care Limited (“Everyday”)</td></tr>
<tr><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>Nature of business of the related party</td><td>Everyday is engaged in manufacturing, wholesale and retail trading and marketing of cosmetic, ayurvedic and OTC products under the brand name “Khadi India”. Everyday is also operating retail chain under the brand name “All Day Stores” through COCO model. The ADS format has been designed to offer consumers a wide and value-driven range of personal care, household essentials, cosmetics, OTC, ayurvedic, Surgical and nutraceutical products, all offered under All Day’s own range of private-label products.</td></tr>
<tr><td colspan="2">(A2) Relationship and ownership of the related party</td></tr>
<tr><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Everyday is the Subsidiary of the Company.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 87.78% stake in Everyday.</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>N.A.</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>N.A.</td></tr>
<tr><td colspan="2">(A3) Details of previous transactions with the related party</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td><table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Purchase of Goods from Everyday</td><td>1776.87</td></tr>
<tr><td>2</td><td>Unsecured loan to Everyday</td><td>859.84</td></tr>
</table></td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td><table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Unsecured loan to Everyday</td><td>682.92</td></tr>
<tr><td>2</td><td>Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday</td><td>646.84</td></tr>
<tr><td>3</td><td>Supply Chain Management service to COCO stores of ADS of Everyday</td><td>NIL</td></tr>
<tr><td>4</td><td>Payment to Everyday with respect to brand usage or royalty of ADS</td><td>NIL</td></tr>
</table></td></tr>
</table>

Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A.
(A4) Amount of the proposed transaction(s)	
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	15,000
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	27.85%
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	812.42%
Financial performance of the related party for the immediately preceding financial year:	**Particulars** / **FY 2025-26** Turnover: 1846.33 Profit After Tax: (97.04) Net worth: 2419.15
(A5) Basic details of the proposed transaction	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	i) Providing Unsecured loan to Everyday ii) Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday iii) Providing supply chain management services to COCO stores of ADS operated by Everyday iv) Payment to Everyday with respect to brand usage or royalty of ADS
Details of each type of the proposed transaction:	
(a) Providing Unsecured loan to Everyday	The Board of Directors of the Company in its meeting held on September 04, 2025, have approved for providing Unsecured loan to Everyday for an amount not exceeding Rs. 40.00 crores for the tenure of 10 years at an interest rate of 7.30% per annum. The said loan would be repaid time to time during the loan tenure of 10 years.
(b) Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday	The Company is dealing in the following Sale, Purchase or Supply of Goods/ Products/ Materials transactions with Everyday: **1. KHADI products:** Everyday is engaged in the business of manufacturing and marketing of

	"KHADI" products and the Company procures all "KHADI" range of products from the Everyday. **2. COCO stores of ADS:** Everyday is operating retail chain under the brand name "All Day Stores" through COCO model. For COCO stores of ADS, the Company is procuring certain products from Everyday and then supplying it to the ADS operated by Everyday. Along with this, the Company is also procuring certain products from third-party manufacturers and then supplies it to COCO stores of ADS. **3. FOFO stores of ADS:** The Company is operating retail chain under the brand name "All Day Stores" through FOFO model. For FOFO stores of ADS, the Company is procuring certain products from Everyday and then selling the same to FOFO stores of ADS. The flow of the said transactions shall be repetitive in nature and hence, the Audit Committee of the Company has approved the said transactions as an omnibus RPT for amount not exceeding Rs. 100.00 crores for the FY 2026-27 and the transactions will be done at arm's length basis.
(c) Supply chain management service to COCO stores of ADS operated by Everyday	Everyday has rolled out the retail chain with the brand name "All Day Stores". Further, the Company exclusively manages the supply chain of COCO stores of ADS at such commercial terms as mutually agreed between the parties and the Company shall raise a commercial invoice based on the sales value to Everyday for every delivery made to COCO stores of ADS. The flow of the said transaction shall be repetitive in nature and hence, the Audit Committee of the Company has approved the said transaction as an omnibus RPT for an amount not exceeding Rs. 7.00 crores for the FY 2026-27 with an indicative base price of 15% of the sales value and it reduces gradually with increase in quantum of transactions and the transaction will be done at arm's length basis.
(d) Payment to Everyday with respect to brand usage or royalty of ADS	The Company is operating retail chain under the brand name "All Day Stores" through FOFO model. Everyday has all intellectual property rights ("IPR") pertaining to ADS. Accordingly, for using the said IPR of Everyday; the Company will pay 3% of the total sales made to FOFO stores of ADS operated by the Company in the form of royalty.

	The flow of the said transaction shall be repetitive in nature and hence, the Audit Committee of the Company has approved the said transaction as an omnibus RPT for an amount not exceeding Rs. 3.00 crores for the FY 2026-27 and the transactions will be done at arm's length basis.
Tenure of the proposed transaction (tenure in number of years or months to be specified):	
(a) Providing Unsecured loan to Everyday	One year i.e. FY 2026-27, however, the tenure of the loan would carry the validity period of 10 years.
(b) Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday	One year i.e. FY 2026-27
(c) Supply chain management service to COCO stores of ADS operated by Everyday	One year i.e. FY 2026-27
(d) Payment to Everyday with respect to brand usage or royalty of ADS	One year i.e. FY 2026-27
Whether omnibus approval is being sought?	Omnibus approval is being sought for the transactions pertaining to Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday, Supply chain management service to COCO stores of ADS operated by Everyday and Payment to Everyday with respect to brand usage or royalty of ADS.
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise:	
(a) Providing Unsecured loan to Everyday	Not exceeding Rs. 40.00 crores for the period of 10 years and the disbursement solely depends on the requirement of Everyday, as and when required.
(b) Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday	Not exceeding Rs. 100.00 crores for FY 2026-27.
(c) Supply chain management service to COCO stores of ADS operated by Everyday	Not exceeding Rs. 7.00 crores for FY 2026-27.
(d) Payment to Everyday with respect to brand usage or royalty of ADS	Not exceeding Rs. 3.00 crores for FY 2026-27.
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity:	
(a) Providing Unsecured loan to Everyday	The Unsecured loan to Everyday will be honoured from the internal accruals of the Company and the Company would charge the rate of interest as per the nearest term of government bond yield prevailing in the market. Everyday will utilize the loan amount to excel the business operations and working capital requirements, by which the overall consolidated revenue of the Company will be surged.
(b) Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday	**1. KHADI products:** The Purchase of KHADI products from Everyday will be done at the same whole sale price at which Everyday is selling goods/ products to other distributors/ franchisees; and thus, it will be done at arm's length basis. **2. COCO stores of ADS:** Everyday is selling goods/ products to the Company at the same price at which it sells to other distributors/ franchisees. The

	Company will further sell such goods/ products procured from Everyday to COCO stores of ADS operated by Everyday at the same price at which it has been procured from Everyday without keeping any margins of profit. Further, the Company will also sell goods/ products procured from third-party manufacturers to COCO stores of ADS operated by Everyday at the same price at which it has been procured from third-party manufacturers without keeping any margins of profit. The aforesaid transactions will be done at arm's length basis. **3. FOFO stores of ADS:** Everyday is selling goods/ products to the Company at the same price at which it sells to other distributors/ franchisees; and thus, it will be done at arm's length basis.
(c) Supply chain management service to COCO stores of ADS operated by Everyday	The Company exclusively manages the supply chain of COCO stores of ADS at such commercial terms as mutually agreed between the parties and the Company shall charge at an indicative base price of 15% of the sales value and it reduces gradually with increase in quantum of transactions and the said transaction will be done at arm's length basis.
(d) Payment to Everyday with respect to brand usage or royalty of ADS	The Company is operating retail chain under the brand name "All Day Stores" through FOFO model. Everyday has all IPR pertaining to ADS. Accordingly, for using the said IPR of Everyday; the Company will pay 3% of the total sales made to FOFO stores of ADS operated by the Company in the form of royalty and for an amount not exceeding Rs. 3.00 crores for the FY 2026-27 and the transactions will be done at arm's length basis.
Details of the promoter(s)/ director(s) / key managerial personnel (KMP) of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	Mr. Moxesh Ketanbhai Zota, Managing Director of the Company. Mr. Kamlesh Rajanikant Zota and Mr. Himanshu Muktilal Zota, Whole-time Directors of the Company. Mr. Sujit Paul, Group Chief Executive Officer of the Company. The aforesaid Directors and KMP are holding Directorship in Everyday.
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Except directorship, the interested Directors and KMP as mentioned above does not have any shareholding in Everyday.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.

Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price:	
(a) Sale, Purchase or Supply of Goods/ Products/ Materials with Everyday	As detailed mentioned above in sub-head of (A5) "Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity".
(b) Supply chain management service to COCO stores of ADS operated by Everyday	
(c) Payment to Everyday with respect to brand usage or royalty of ADS	
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of trade advance will totally depend on the quantum of order value. Generally, for all purchase orders, the Company is paying in advance and the order shall be honoured within a period of 90 days. For these kinds of repetitive transactions, the Company has taken the omnibus approval from the Audit Committee of the Company.
(a) Amount of Trade advance	
(b) Tenure	
(c) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	Internal accruals.
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(a) Nature of indebtedness	
(b) Total cost of borrowing	
(c) Tenure	
(d) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	7.30% per annum
Maturity / due date	10 years
Repayment schedule & terms	The loan can be repaid by Everyday at any point of time within the period of 10 years.
Whether secured or Unsecured?	Unsecured
If secured, the nature of security & security coverage ratio	N.A.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized to excel the business operations and working capital requirements of Everyday.
(B3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: N.A.	
(B4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: N.A.	
(B5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: N.A.	
(B6) Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: N.A.	
(B7) Disclosure only in case of transactions relating to payment of royalty	

Purpose for which royalty is proposed to be paid to the related party in the current financial year	The Company is operating retail chain under the brand name “All Day Stores” through FOFO model. Everyday has all intellectual property rights (“IPR”) pertaining to ADS. Accordingly, for using the said IPR of Everyday; the Company will pay 3% of the total sales made to FOFO stores of ADS operated by the Company in the form of royalty.
a. For use of brand name / trademark	Yes, brand name and IPR pertaining to “All Day Stores”
b. For transfer of technology know-how	N.A.
c. For professional fee, corporate management fee or any other fee	N.A.
d. Any other use (specify)	N.A.
The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction. If No, furnish information below:	Yes
If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:	
Minimum rate of royalty charged along with corresponding absolute amount	N.A.
Maximum rate of royalty charged along with corresponding absolute amount	N.A.
Sunset Clause for Royalty payment, if any.	N.A.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
(C2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: N.A.	
(C3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: N.A.	
(C4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: N.A.	
(C5) Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: N.A.	
(C6) Disclosure only in case of transactions relating to payment of royalty	

Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial year	Not Applicable as no royalty has been paid by the listed entity or subsidiary to the related party during each of the last three financial year.
Purpose for which royalty was paid to the related party during the last three financial years.	
a. For use of brand name / trademark	
b. For transfer of technology know-how	
c. For professional fee, corporate management fee or any other fee	
d. Any other use (specify)	
Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	

Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:

	Listed Entity / Subsidiary	**Peer 1**	**Peer 2**	**Peer 3**
Royalty payment over last 3 years	N.A.			
Royalty paid as a % of net profits over the last 3 years				
Annual growth rate of Turnover over last 3 years				

Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

The Audit Committee of the Company at its meeting held on September 03, 2026 has reviewed and noted the certificate provided by the Managing Director, CEO and CFO of the Company that the proposed RPTs are in the ordinary course of business and are in the interest of the Company.

Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.

As the Company has not obtained any valuation report pertaining to any of the aforesaid RPTs. Accordingly, the web-link of QR code would not be applicable.

The members of the Company may note that in terms of the provisions of SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed RPTs, shall abstain from voting on the said resolution.

The Board of Directors of the Company recommends the matter and the resolution set out under Item no. 8 for the approval of the members of the Company by way of passing as an Ordinary Resolution.

Pursuant to Section 102 of the Act, the Board of Directors of the Company do hereby confirm that except the related parties stated above, to the extent of their shareholding, along with Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole-time Directors of the Company, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Sujit Paul, Group Chief Executive Officer of the Company; none of the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 8.