

September 04, 2024

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 Wednesday, September 04, 2024

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

With reference to the captioned subject, we Zota Health Care Limited (the “Company”) would like to inform you that the Board of Directors of the Company in its Meeting held on Wednesday, September 04, 2024 at 06:20 P.M. have, inter alia, discussed and approved following businesses:

1. Re-appointed Mr. Dhiren Prafulbhai Shah (DIN: 08536409) as Non- Executive Independent Director of the Company, subject to the approval of shareholders, for a term of five consecutive years commencing from the expiry of his present term that is with effect from September 21, 2024 till September 20, 2029.
2. Re-appointed Mrs. Jayshreeben Nileshkumar Mehta (DIN: 08536399) as Non- Executive Independent Director of the Company, subject to the approval of shareholders, for a term of five consecutive years commencing from the expiry of her present term that is with effect from September 21, 2024 till September 20, 2029.
3. Re-appointed Mr. Himanshu Muktilal Zota (DIN: 01097722) as the Whole-time Director of the Company, subject to the approval of shareholders, for the further period of five years commencing from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030.
4. Re-appointed Mr. Kamlesh Rajanikant Zota (DIN: 00822705), as the Whole-time Director of the Company, subject to the approval of shareholders, for the further period of five years commencing from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030.
5. Considered and approved the appointment of M/s Pradeep K. Singhi & Associates, Chartered Accountants, (Firm Registration No.: 126027W) as the Statutory Auditors of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting, who shall hold office for the period of five consecutive years from the conclusion of ensuing 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting on such terms and conditions as determined by the Board from time and time.

Registered Office:

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002 Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web: www.zotahealthcare.com

CIN: L24231GJ2000PLC038352

6. Considered and Approved the Director's Report for the year ended March 31, 2024.
7. Considered and approved notice of the 24th Annual General Meeting (AGM). Board has decided to hold the 24th Annual General Meeting on Saturday, September 28, 2024 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Notice of the 24th AGM of the Company is enclosed herewith (**Annexure – III**).
8. Decided Saturday, September 21, 2024 as the Cut-Off date as for the purpose of E-voting and payment of final Dividend. Dividend shall be payable to Equity Shareholders, whose names stand registered on the Company's Register of Members:
 - a) As Beneficial Owners as at the end of business hours on September 21, 2024 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, 2024.

Member's whose names are appearing on register of members as on September 21, 2024 shall be eligible for e-voting.

9. 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 24th Annual General Meeting of the Company. The e-voting facility shall starts from Wednesday, September 25, 2024 at 9:00 A.M. and shall end on Friday, September 27, 2024 on 5:00 P.M.
10. Considered the resignation of M/s Pradeep K. Singhi & Associates, Chartered Accountants, as Internal Auditors of the Company w.e.f. September 04, 2024.

The details of their resignation along with resignation letter has already been intimated to the exchange on September 04, 2024.

11. Considered and approved the appointment of M/s Shradha Mehta & Associates, Chartered Accountant, (Firm Registration No. 145709W), as Internal Auditor of the Company w.e.f. September 04, 2024 till March 31, 2029.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are annexed herewith as **Annexure – I & II**.

The Board meeting concluded at 7:40 P.M.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

Ashvin Variya
(Company Secretary & Compliance Officer)

Place: Surat

Encl: a/a

Annexure – I

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

Particulars	Details			
	Mr. Dhiren Prafulbhai Shah	Mrs. Jayshreeben Nileshkumar Mehta	Mr. Himanshu Muktilal Zota	Mr. Kamlesh Rajanikant Zota
Name of Director/ Nature of Directorship	Mr. Dhiren Prafulbhai Shah, Non- Executive Independent Director (DIN: 08536409)	Mrs. Jayshreeben Nileshkumar Mehta, Non- Executive Independent Director (DIN: 08536399)	Mr. Himanshu Muktilal Zota, Whole- Time Director (DIN: 01097722)	Mr. Kamlesh Rajanikant Zota, Whole- Time Director (DIN: 00822705)
Reason for change	Re-appointment	Re-appointment	Re-appointment	Re-appointment
Date of Appointment and term of Appointment	Re-appointed as a Non- Executive Independent Director for a term of five consecutive years commencing from the expiry of his present term that is with effect from September 21, 2024 till September 20, 2029, not liable to retire by rotation.	Re-appointed as a Non- Executive Independent Director for a term of five consecutive years commencing from the expiry of her present term that is with effect from September 21, 2024 till September 20, 2029, not liable to retire by rotation.	Re-appointed as a Whole- Time Director for a term of five years commencing from the expiry of his present term that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation.	Re-appointed as a Whole- Time Director for a term of five years commencing from the expiry of his present term that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation.
Brief profile (in case of appointment)	<p>Mr. Dhiren Prafulbhai Shah has completed Bachelor of Pharmacy from L. M. College of Pharmacy, Ahmedabad, in the year 1995 and Master of Pharmacy on the subject of “Pharmaceutics & Pharmaceutical Technology Studies in Compressed Directly Compressible Diluents” from L. M. College of Pharmacy, Ahmedabad in the year 1997. Further, he has done Master of Business Administration on the subject of “Market Study for Intra Ocular Lens” from IGNOU in the year 2005 and Ph. D., on the subject of “Exploitation of Natural Product in Formulation Design of a Model Drug”, from Gujarat University in the year 2010.</p> <p>At present he is working as a Principle at C.K. Pithawala, Institute of Pharmaceutical Science And Research, Surat since February, 2022.</p>	<p>Mrs. Jayshreeben Nileshkumar Mehta is originally from Varahi, Patan then adopted Surat. She has completed a Diploma in Pharmacy with first class from M. N. College of Pharmacy, Gujarat University, Ahmedabad, in the year 1988. She is basically working as a homemaker as well as for a part-time she is working in a retail pharmacy.</p>	<p>Mr. Himanshu Muktilal Zota (born 30-05-1974) is Promoter and whole time director of Zota Health Care Limited. He has been awarded with degree of Diploma in Pharmacy from the Board of Technical Examinations on behalf of the Government of Maharashtra. He has also done Bachelor in Computer Application from Aptech Compute Education; Surat. He began his journey in the Pharmaceutical Industry in the year 1992 as Retail Pharmacist and a Distributor of Medical Agency and subsequently has been associated with our Company since the time of its incorporation, thus having an aggregate experience of around 30+ years in the Pharmaceutical</p>	<p>Mr. Kamlesh Rajnikant Zota (born 17-01-1973) is Promoter and whole-time director of Zota Health Care Limited originally from Varahi (Patan, Gujarat) then adopted Surat. He has done Bachelor in Pharmacy from Gujarat University. He has started his carrier as a Sr. Technical Assistant in Torrent Pharma Ltd in the year 1995 after that he has worked as a Production Officer at unique Pharmaceuticals Laboratories and subsequently joined our Company at the time of its incorporation, thus having an aggregate experience of around 28+ years in the Pharmaceutical Industry. He has played a lead role in getting regulatory approval for various facilities like NAFDAC, TFDA, FMHACA, PPD, NMRA, etc. He is looking after</p>

			<p>Industry. He has played an instrumental role in initiating and managing Zota Health Care Limited and ensuing Zota Health Care Limited into one of the fastest growing Companies in Pharma sector. He is taking care of after various business matters of the Company like strategy formulation, finance, taxation and accounting related matters, information technology related matters, overall management, planning and implementation of new projects, forecasting of upcoming changes in pharma sectors, etc. He is also playing vital role in planning and implementation of Company's esteemed project DAVAINDIA.</p>	<p>various business matters of the Company like factory management, work related to FDCA for domestic products as well as for export products, WHO certification, trademark and patent registration, customs and export documentation, pharmaceutical related regulatory compliances, etc.</p>
<p>Disclosure of Relationship between Directors (in case of appointment)</p>	<p>Mr. Dhiren Prafulbhai Shah is not related to any Director(s) of the Company, and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority.</p>	<p>Mrs. Jayshreeben Nileshkumar Mehta is not related to any Director(s) of the Company, and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority.</p>	<p>Mr. Himanshu Muktilal Zota is not related to any Director(s) of the Company, and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority.</p>	<p>Mr. Kamlesh Rajanikant Zota is not related to any Director(s) of the Company, and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority.</p>

Annexure II

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

Particulars	Details
Name of Statutory Auditor	M/s Pradeep K. Singhi & Associates
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointed as Statutory Auditors of the Company
Date of appointment/cessation (as applicable) & term of appointment	For the period of five consecutive years commencing from conclusion of ensuing 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting, subject to the approval of the shareholders at the ensuing Annual General Meeting.
Brief profile (in case of appointment)	Pradeep K. Singhi and Associates is a Firm of Chartered Accountants providing Taxation and Audit services. Having experience of more than 17 years in the field of professional services with technical expertise through a team of highly competent professionals. The firm has immense knowledge and experience in Internal Audits, Statutory Audits and dealing with matters relating to Financial Reporting, Tax Laws and Company Law.
Disclosure of Relationship between Directors (in case of appointment of a director)	N.A.

Particulars	Details
Name of Internal Auditor	M/s Shradha Mehta & Associates, Chartered Accountant
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointed as Internal Auditors of the Company w.e.f. September 04, 2024 till March 31, 2029
Date of appointment/cessation (as applicable) & term of appointment	w.e.f. September 04, 2024 till March 31, 2029
Brief profile (in case of appointment)	Shradha Mehta & Associates is a Firm of Chartered Accountant providing Taxation and Audit services. Having experience of more than 6 years in the field of professional services with technical expertise through a team of highly competent professionals. The Firm has knowledge and experience in Internal Audits, Statutory Audits and dealing with matters relating to Financial Reporting, Tax Laws and Company Law.
Disclosure of Relationship between Directors (in case of appointment of a director)	N.A.

Annexure III

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the members of Zota Health Care Limited ('the Company') will be held on Saturday, the 28th day of September, 2024 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

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

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. Declaration of final dividend on equity shares @ 10% i.e. Re.1/- per Equity share for the financial year 2023-24.
3. To appoint a Director in place of Mr. Ketankumar Chandulal Zota, Director (Holding DIN- 00822594), who retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
4. **Appointment of Statutory Auditor and authorise directors to approve their remuneration**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Pradeep K Singhi & Associates, Chartered Accountants, (Firm Registration No.: 126027W) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Shivangi Parekh & Co., Chartered Accountants (Firm's Registration No. 131449W), the retiring statutory auditor, for the period of five consecutive years commencing from the conclusion of this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESSES:

5. **To Re-appoint Mr. Dhiren Prafulbhai Shah (DIN: 08536409) as a Non-Executive Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re- enactment thereof from time to time) as amended from time to time, and any other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Dhiren Prafulbhai Shah (DIN: 08536409) as a Non-Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of his present term that is with effect from September 21, 2024 till September 20, 2029, not liable to retire by rotation at following terms and conditions:

Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five consecutive years commencing from the expiry of his present term that is with effect from September 21, 2024 till September 20, 2029;
- 2) **Remuneration:** NIL;
- 3) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To Re-appoint Mrs. Jayshreeben Nileshkumar Mehta (DIN: 08536399) as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof from time to time) as amended from time to time, and any other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Jayshreeben Nileshkumar Mehta (DIN: 08536399) as a Non-Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of her present term that is with effect from September 21, 2024 till September 20, 2029, not liable to retire by rotation at following terms and conditions:

Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five consecutive years commencing from the expiry of her present term that is with effect from September 21, 2024 till September 20, 2029;
- 2) **Remuneration:** NIL;
- 3) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To Re-appoint Mr. Himanshu Muktilal Zota (DIN: 01097722) as a Whole- Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 152, 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, consent of the members be and is hereby accorded for re-appointment of Mr. Himanshu Muktilal Zota (DIN: 01097722) as Whole-time Director of the Company for the further period of five years commencing from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation at following terms and conditions:

Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five years commencing from the expiry of his present term that is with effect from April 01, 2025 to March 31, 2030;
- 2) **Remuneration:** ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;
- 3) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“RESOLVED FURTHER THAT in case of loss or inadequate profit Mr. Himanshu Muktilal Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To Re-appoint Mr. Kamlesh Rajanikant Zota (DIN: 00822705) as a Whole- Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 152, 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other

applicable laws, if any, consent of the members be and is hereby accorded for re-appointment of Mr. Kamlesh Rajanikant Zota (DIN: 00822705) as Whole-time Director of the Company for the further period of five years commencing from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation at following terms and conditions:

Terms & Conditions:

- 4) **Period of appointment:** Re-appointment for a further term of five years commencing from the expiry of his present term that is with effect from April 01, 2025 to March 31, 2030;
- 5) **Remuneration:** ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;
- 6) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“**RESOLVED FURTHER THAT** in case of loss or inadequate profit Mr. Kamlesh Rajanikant Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To approve material related party transaction:

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 read with Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, if any, approval of the Members be and is hereby accorded to the Board of Directors of the Company for below mentioned related party transactions:

- a) continuing the existing material related party transaction(s)
 - i. entered with Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole- Time Directors of the Company and Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company as approved by the members of the Company in 23rd Annual General Meeting dated September 29, 2023 and
 - ii. entered with Mr. Viren Manukant Zota, Whole- Time Director of the Company as approved by the members through Postal Ballot dated June 27, 2024 ;
- b) to approve the related party transactions to be entered with respect to re- appointing Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota as Whole-Time Directors of the Company and payment of remuneration, as explained in Explanatory Statement of item no. 9.”

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

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

Place: Surat
Date: 04.09.2024

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

Notes:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021,

No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and AGM 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 circular, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
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, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the AGM in the 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 1000 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, the 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 Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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 (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 Nos. 4 to 9 of the Notice is annexed hereto.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022 and No. 09/2023 dated September 25, 2023.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the AGM Notice along with Annual Report 2023-24 will also be available on the Company's website at www.zotahealthcare.com, on website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
11. [Members who wish to obtain a physical copy of the Integrated Annual Report for the FY 2023-24 \(including the Notice of the 24th AGM\) shall be sent only to those Members who specifically request](#)

[for the same. Accordingly, members may write to the Company through email at \[cszota@zotahealthcare.com\]\(mailto:cszota@zotahealthcare.com\) requesting for the same by providing their holding details.](mailto:cszota@zotahealthcare.com)

12. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
13. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 27, 2024 through email 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 Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Saturday, September 28, 2024 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 Saturday, September 21, 2024 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 Saturday, September 21, 2024.
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 regards specifying applicable rates for different category along with other relevant details shall be forwarded to all the shareholders to their registered e-mail 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 ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. 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 Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
18. Members holding shares in physical form are requested to notify following details to the Registrar and Transfer Agent (RTA) of the Company **Satellite Corporate Services Pvt. Ltd.** having registered address A/106-107, Dattani Plaza MTNL Lane, East West Compound, Andheri Kurla Road, Sakinaka, Mumbai-400072
 - i) Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company)
 - ii) E-mail id (for receiving notices and annual reports through e-mail id.)
 - iii) Any change in address
 - iv) PAN card copy for the record of the Company as required under the Guidelines of the SEBI. The above mentioned all details could be updated/ changed by filing form ISR-1 with the RTA/ Company. The same is available at website of the Company 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 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 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 1st April, 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 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 September 21, 2024, the cut-off date. ISR Forms can be accessed from our website at <https://www.zotahealthcare.com/investorrelations/forms-and-applications/>.

20. E-voting:

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as 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 though e-voting are also entitled to attend/ participate in the AGM through VC / OAVM but not entitled to cast their vote during the meeting.
- iv) The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as a scrutinizer to scrutinize the e-voting during the Annual General Meeting and the remote e-voting process in a fair and transparent manner.
- v) The Cut-off date for the purpose of e-voting is Saturday, September 21, 2024. Members whose names are appearing on Register of Members on Saturday, September 21, 2024 are entitled to vote through e-voting.
- vi) The e-voting facility will be start from Wednesday, September 25, 2024 at 9:00 A.M. and will end on Friday, September 27, 2024 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, email id, mobile number at cszota@zotahealthcare.com. The same will be replied by the company suitably.

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

Name of Director	Mr. Ketankumar Chandulal Zota (Non- Executive Chairman) (DIN: 00822594)	Mr. Dhiren Prafulbhai Shah (Non- Executive Independent Director) (DIN: 08536409)	Mrs. Jayshreeben Nileshkumar Mehta (Non- Executive Independent Director) (DIN: 08536399)	Mr. Himanshu Muktilal Zota (Whole- Time Director) (DIN: 01097722)	Mr. Kamlesh Rajanikant Zota (Whole- Time Director) (DIN: 00822705)
D.O.B	07/10/1966	20/08/1972	27/10/1971	30-05-1974	17-01-1973
Age (in years)	58	52	52	50	51
Brief resume of the Director including nature of expertise in	Mr. Ketankumar Chandulal Zota (born 07-10-1966) is a Promoter, Chairman and Non-	Mr. Dhiren Prafulbhai Shah has completed Bachelor of Pharmacy from L. M. College of Pharmacy, Ahmedabad, in the	Mrs. Jayshreeben Nileshkumar Mehta is originally from Varahi,	Mr. Himanshu Muktilal Zota (born 30-05-1974) is Promoter and whole time	Mr. Kamlesh Rajnikant Zota (born 17-01-1973) is Promoter and whole-time director of Zota

<p>specific functional areas and Experience</p>	<p>Executive Director of Zota Health Care Limited originally from Varahi (Patan, Gujarat) than adopted Surat. He has started his carrier 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 the Chairman of Zota Health Care Limited. He has done D Pharmacy from Gujarat University; Ahmedabad in the year 1983. He has vast 35+ years of experience in the Pharmaceutical Industry. His dynamic leadership led the Zota Health Care Limited to 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.</p> <p>From the foundation day of ZOTA his vision is <i>"to provide the affordable medicines to the masses"</i>. For his remarkable contribution to the pharmaceutical industry his work has been appreciated by many stakeholders. In the year 2016 he has received <i>'Lifetime Achievement Award'</i> with the hand of DCGI (Drug Controller General</p>	<p>year 1995 and Master of Pharmacy on the subject of "Pharmaceutics & Pharmaceutical Technology Studies in Co processed Directly Compressible Diluents" from L. M. College of Pharmacy, Ahmedabad in the year 1997. Further, he has done Master of Business Administration on the subject of "Market Study for Intra Ocular Lens" from IGNOU in the year 2005 and Ph. D., on the subject of "Exploitation of Natural Product in Formulation Design of a Model Drug", from Gujarat University in the year 2010. So, he has a strong academic background and vise versed with pharmaceutical preparations and components. He has stated his carrier as an Executive & Area Manager in Cipla in the year 1997 and he has worked for the said designation for the period of three years. In the year 2000 he has changed his core working area and has decided to go in the field of empowering youth by teaching. In 2000 has joined Maliba Pharmacy College, Bardoli as an Assistant Professor (Lecturer) and he has worked over there for the period of four and half years, in the same field he has worked in Maliba Pharmacy College, Bardoli; Shree Dhanvantary Pharmacy College, Kim, Dist. Surat; and C K Pithawalla Institute of Pharmaceutical Science & Research, Surat for the period of seven and half year as an Associate Professor. He has also worked as</p>	<p>Patan then adopted Surat. She has completed a Diploma in Pharmacy with first class from M. N. College of Pharmacy, Gujarat University, Ahmedabad, in the year 1988. She is basically working as a homemaker as well as for a part-time she is working in a retail pharmacy.</p>	<p>director of Zota Health Care Limited. He has been awarded with degree of Diploma in Pharmacy from the Board of Technical Examinations on behalf of the Government of Maharashtra. He has also done Bachelor in Computer Application from Aptech Compute Education; Surat. He began his journey in the Pharmaceutical Industry in the year 1992 as Retail Pharmacist and a Distributor of Medical Agency and subsequently has been associated with our Company since the time of its incorporation, thus having an aggregate experience of around 30+ years in the Pharmaceutical Industry. He has played an instrumental role in initiating and managing Zota Health Care Limited and ensuing Zota Health Care Limited into one of the fastest growing Companies in Pharma</p>	<p>Health Care Limited originally from Varahi (Patan, Gujarat) then adopted Surat. He has done Bachelor in Pharmacy from Gujarat University. He has started his carrier as a Sr. Technical Assistant in Torrent Pharma Ltd in the year 1995 after that he has worked as a Production Officer at unique Pharmaceuticals Laboratories and subsequently joined our Company at the time of its incorporation, thus having an aggregate experience of around 28+ years in the Pharmaceutical Industry. He has played a lead role in getting regulatory approval for various facilities like NAFDAC, TFDA, FMHACA, PPD, NMRA, etc. He is looking after various business matters of the Company like factory management, work related to FDCA for domestic products as well as for export products, WHO certification, trademark and patent registration, customs and export documentation, pharmaceutical related regulatory compliances, etc.</p>
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	<p>of India) and in the year 2019 he has been awarded as a 'Pharma Ratna Asia' at Pharma Ratan Universe – 2019.</p>	<p>a Professor and Principle at Shree Naranjibhai Lalbhai Patel College of Pharmcy, Umrakh, Bardoli from October, 2013 to February, 2022.</p> <p>At present he is working as a Principle at C.K. Pithawala, Institute of Pharmaceutical Science And Research, Surat since February, 2022.</p> <p>He has also served as an author of several books like "Exploitation of Natural Product in Formulation Design of a Model Drug", Published by LAMBERT Academic Publishing House, Germany, 2010; Co-Author for book – "Establishment of Herbal Monograph", Published by LAMBERT Academic Publishing House, Germany, 2010; Co-author for book - "Pharmaceutical Industrial Management", Published by Elsevier Publication, India, 2010 and Co-author for book - "A Text Book of Pharmacognosy", Published by Vikas Publication, Jalandhar, 2007.</p> <p>He is Editor-in-Chief of Journal "International Journal of Pharmaceutical Research". This journal is being published since January, 2009. Being guider he has also guided students for perusing Ph.D. in various pharmaceutical research and studies.</p>		<p>sector. He is taking care of after various business matters of the Company like strategy formulation, finance, taxation and accounting related matters, information technology related matters, overall management, planning and implementation of new projects, forecasting of upcoming changes in pharma sectors, etc. He is also playing vital role in planning and implementation of Company's esteemed project DAVAINDIA.</p>	
<p>Date of first Appointment and remuneration last drawn by</p>	<p>12/07/2000</p> <p>Remuneration last drawn -Rs. 0.75 lakhs</p>	<p>21/09/2019</p> <p>Remuneration last drawn -Rs. 0.9 lakhs</p>	<p>21/09/2019</p> <p>Remuneration last drawn -Rs. 0.95 lakhs</p>	<p>12/07/2000</p> <p>Remuneration last drawn -Rs. 47.64 lakhs</p>	<p>12/07/2000</p> <p>Remuneration last drawn -Rs. 47.24 lakhs</p>

such person.					
Qualification	D.Pharmacy	B.Pharm, M.Pharm, M.B.A, PhD	D.Pharmacy	D.Pharmacy, B.C.A	B.Pharm
Number of Equity Shares held in the Company	30,51,363	0	300	32,32,780	19,91,103
Number of Board Meetings attended during the Financial Year 2023-24	13	13	13	13	13
Directorships held in other Companies	NIL	NIL	NIL	4	4
Chairmanships of Committees in other Companies	NIL	NIL	NIL	NIL	NIL
Memberships of Committees in other Companies	NIL	NIL	NIL	NIL	NIL
Relationships between Directors, Manager and Key Managerial Personnel of the Company inter-se	Mr. Ketankumar Chandulal Zota is father of Moxesh Ketanbhai Zota, Managing Director of the Company.	N.A.	N.A.	N.A.	N.A.
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid	Re-appointed as a Non-executive Chairman, liable to retire by rotation, except sitting fees of Rs. 5000/- per attended Board or Committee Meeting he will not receive any remuneration	As detailed in explanatory statement of Item no. 5	As detailed in explanatory statement of Item no. 6	As detailed in explanatory statement of Item no. 7	As detailed in explanatory statement of Item no. 8

23. Since this 24th 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 ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, September 25, 2024 at 09:00 A.M. and ends on Friday, September 27, 2024 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. Saturday, September 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 21, 2024.

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





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

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p data-bbox="863 1832 1366 1868">NSDL Mobile App is available on</p> <p data-bbox="863 1899 1366 1951"> App Store  Google Play</p> <div data-bbox="922 1973 1074 2123"></div> <div data-bbox="1177 1973 1329 2123"></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 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 on 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 evoting 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 22 55 33

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 use 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 Ms. 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 AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the 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:

Members of the Company in its 19th Annual General Meeting held on September 21, 2019 have appointed M/s Shivangi Parekh & Co., Chartered Accountants, (Firm's Registration No. 131449W) as the statutory auditor of the Company for the period of five years i.e. till the conclusion of 24th Annual General Meeting of the Company. As the term of M/s Shivangi Parekh & Co., Chartered Accountants, as statutory auditor of the Company is going to be completed at this 24th Annual General Meeting of the Company, they are retiring from the position of the statutory auditor of the Company. Further, pursuant to the provisions of section 193(2) of the Companies Act, 2013 M/s Shivangi Parekh & Co., Chartered Accountants, are not eligible for the re-appointment.

The Company shall require to appoint new statutory auditor in place of the retiring auditor and hence in accordance with the provisions of the Companies Act, 2013 and on the recommendation of Audit Committee and in the best interest of the Company, the Board of Directors of the Company in its meeting held on September 04, 2024 have considered and recommended for the appointment of M/s Pradeep K Singhi & Associates, Chartered Accountant (Firm Registration Number 126027W) as the Statutory Auditor of the Company for the period of five consecutive years i.e. from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

The Company has received letter from the M/s Pradeep K Singhi & Associates, Chartered Accountants., Chartered Accountants, that their appointment, if made, would be within the prescribed limits under section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment under section 141 of the Companies Act, 2013.

M/s Pradeep K Singhi & Associates, Chartered Accountants is registered with the Institute of Chartered Accountants of India ("ICAI") (Firm Registration No. 126027W).

Pradeep K. Singhi and Associates is a Firm of Chartered Accountants providing Taxation and Audit services. Having experience of more than 17 years in the field of professional services with technical expertise through a team of highly competent professionals. The firm has immense knowledge and experience in Internal Audits, Statutory Audits and dealing with matters relating to Financial Reporting, Tax Laws and Company Law.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s Pradeep K Singhi & Associates, Chartered Accountants has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s Pradeep K Singhi & Associates, Chartered Accountants has been recommended to be appointed as the Statutory Auditors of the Company

The proposed fees payable to M/s Pradeep K Singhi & Associates, Chartered Accountants for the financial year 2024-25 would be Rs. 7 lakhs, the fees payable to M/s Pradeep K Singhi & Associates, Chartered Accountants for the remaining financial years would be fixed by the Board from time to time as mutually agreed between the Board of Directors and M/s Pradeep K Singhi & Associates, Chartered Accountants. Further, there were no material changes in terms of payment of fee payable to new auditor.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in Item No. 4.

Board of Directors of the Company recommends passing resolution set out in Item No. 4 of the Notice as an Ordinary Resolution.

Item No. 5:

Mr. Dhiren Prafulbhai Shah was appointed as an Independent Director of the Company by the Members at the 19th Annual General Meeting of the Company held on September 21, 2019 for a period of 5 (five) consecutive years commencing from September 21, 2019 to September 20, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company after taking into account the performance evaluation report of Mr. Dhiren Prafulbhai Shah during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Board of Directors of the Company in its meeting held on September 04, 2024 has subject to the approval of the shareholders in ensuing general meeting to be held within period of three months from the date of Board approval, re-appointed Mr. Dhiren Prafulbhai Shah (DIN: 08536409) as an Independent Director of the Company for the further period of 5 (five) consecutive years from the expiry of his present term, that is with effect from September 21, 2024 till September 20, 2029 and he is not liable to retire by rotation.

Apart from the sitting fees ₹ 5000/- for attending Board or Committee meetings which is subject to revision from time to time as may be decided by the Board of Directors, he will not receive any remuneration. Mr. Dhiren Prafulbhai Shah is independent to the Company and possesses the required qualifications and skills.

As per Section 149 of the Act and applicable regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, an independent director may hold office for a term up to five consecutive years on the Board of the company, but shall be eligible for reappointment on passing of a special resolution by the company.

Mr. Dhiren Prafulbhai Shah satisfies all the conditions as set out in Schedule IV to the Act, sub-section (6) of Section 149 of the Act, section 150 of the Act w.r.t. inclusion of his name in Independent Director Data Bank and passing of online proficiency self-assessment test and other conditions as stipulated under Regulation 16(1)(b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 for being eligible for his re-appointment. He has also confirmed that he is not disqualified from being appointed as Director in terms of

Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Dhiren Prafulbhai Shah is not debarred from holding the office of Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

The brief profile and other details of Mr. Dhiren Prafulbhai Shah in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are provided in note no. 22 of this Notice.

Keeping in view of his experience and services rendered by him during his first term as the non-executive independent director of the Company, it is in best interest of the Company to re-appoint him as the Non-Executive Independent Director of the Company.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except Mr. Dhiren Prafulbhai Shah; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in item no. 5.

The Board of Directors recommends the Special Resolution as set out in Item No. 5 in the Notice for approval of the Shareholders.

Item No. 6:

Mrs. Jayshreeben Nileshkumar Mehta was appointed as an Independent Director of the Company by the Members at the 19th Annual General Meeting of the Company held on September 21, 2019 for a period of 5 (five) consecutive years commencing from September 21, 2019 to September 20, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company after taking into account the performance evaluation report of Mrs. Jayshreeben Nileshkumar Mehta during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Board of Directors of the Company in its meeting held on September 04, 2024 has subject to the approval of the shareholders in ensuing general meeting to be held within period of three months from the date of Board approval, re-appointed Mrs. Jayshreeben Nileshkumar Mehta (DIN: 08536399) as an Independent Director of the Company for the further period of 5 (five) consecutive years from the expiry of her present term, that is with effect from September 21, 2024 till September 20, 2029 and she is not liable to retire by rotation.

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

As per Section 149 of the Act and applicable regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, an independent director may hold office for a term up to five consecutive years on the Board of the company, but shall be eligible for reappointment on passing of a special resolution by the company.

Mrs. Jayshreeben Nileshkumar Mehta satisfies all the conditions as set out in Schedule IV to the Act, sub-section (6) of Section 149 of the Act, section 150 of the Act w.r.t. inclusion of her name in Independent Director Data Bank and passing of online proficiency self-assessment test and other conditions as stipulated under Regulation 16(1)(b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 for being eligible for her re-appointment. She has also confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act. Mrs. Jayshreeben Nileshkumar Mehta is not debarred from holding the office of Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

The brief profile and other details of Mrs. Jayshreeben Nileshkumar Mehta in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are provided in note no. 22 of this Notice.

Keeping in view of her experience and services rendered by her during her first term as the non-executive independent director of the Company, it is in best interest of the Company to re-appoint her as the Non-Executive Independent Director of the Company.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except Mrs. Jayshreeben Nileshkumar Mehta; none of its Director or Key Managerial Personnel and their

immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out item no. 6.

The Board of Directors recommends the Special Resolution as set out in Item No. 6 in the Notice for approval of the Shareholders.

Item No. 7:

Mr. Himanshu Muktilal Zota was re-appointed as Whole-time Director of the Company by the Members at the 19th Annual General Meeting of the Company held on September 21, 2019 for a period of 5 (five) consecutive years commencing from April 01, 2020 to March 31, 2025 and is eligible for re-appointment.

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company in its meeting held on September 04, 2024 has, subject to approval of the shareholders in ensuing general meeting to be held within period of three months from the date of Board approval, re-appointed Mr. Himanshu Muktilal Zota (DIN: 01097722) as Whole-time Director of the Company for the further period of five years from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation.

The Company shall pay remuneration of Rs. 3,50,000/- per month and commission of 0.1% of annual turnover of the Company to Mr. Himanshu Muktilal Zota. Apart from this the Company shall pay to him the sitting fees as may be decided by the Board of Directors from time to time for attending Board or Committee meetings.

Mr. Himanshu Muktilal Zota satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for his reappointment. Mr. Himanshu Muktilal Zota carries over 30+ years of experience in pharmaceutical industry and has been associated with the company since its inception. The Board is of the opinion that the re-appointment and presence of Mr. Himanshu Muktilal Zota on the Board will be desirable, beneficial and in the best interest of the Company.

He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Himanshu Muktilal Zota is not debarred from holding the office of Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

The brief profile and other details of Mr. Himanshu Muktilal Zota in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are provided in note no. 22 of this Notice.

Accordingly, Board do hereby sought Members approval for re-appointment of Mr. Himanshu Muktilal Zota, as the Whole-time Director of the Company in the item no. 7.

The performance of the Company have improved and is expected to improve further in the coming years. However, in view of adverse conditions, it incur losses due to uncontrollable reasons, resulting in inadequate profits to pay managerial remuneration. In such an event, Mr. Himanshu Muktilal Zota, Whole-time Director of the Company may be entitled to minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 7 is as follow:

1. 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: N.A.

d) Financial performance based on given indicators

(Rs. In Lakhs)

Particulars	Standalone	
	For the year Ended 31-03-2024 (Audited)	For the year Ended 31-03-2023 (Audited)

Revenue from operations	16658.50	13836.60
Other Income	205.19	255.87
Profit/ (loss) before tax and Exceptional Items	490.61	808.50
Exceptional Items	-	53.79
Profit/ (loss) before Taxation	490.61	862.29
Income Tax	146.8	204.68
Deferred Tax	(5.82)	1.75
Profit after Taxation	337.99	659.35

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 are as below:

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

2. Information about the appointee

a) Background details

The background details and profile of Mr. Himanshu Muktilal Zota stated in "Brief resume of the Director including nature of expertise in specific functional areas and Experience" in note no. 22 to this notice.

b) Past remuneration

During his last term he was receiving remuneration: Rs. 3,50,000/- per month, Commission: 0.1% of Annual Turnover and sitting fees of Rs. 5000/- per meeting for attending Board or Committee thereof. Further, during the last financial year he has drawn remuneration of Rs. 47.64 lakhs.

c) Recognition or awards: N.A.

d) Job profile and his suitability: Mr. Himanshu Muktilal Zota has been associated with our Company since the time of its incorporation, thus having an aggregate experience of around 30+ years in the Pharmaceutical Industry. He has played an instrumental role in initiating and managing Zota Health Care Limited and also played important role in transforming Zota Health Care Limited into one of the fastest growing Companies in Pharma sector. He is entrusted with responsibilities like strategy formulation, finance, taxation & accounting, IT, overall management, planning and implementation of new projects and forecasting upcoming changes in pharma sectors. He is also playing a vital role in the planning and implementation of the Company's Davaindia project.

e) Remuneration proposed

The details of proposed remuneration to be paid to Mr. Himanshu Muktilal Zota is as below:

- i. **Remuneration:** Rs. 3,50,000/- per month
- ii. **Commission:** 0.1% of Annual Turnover
- iii. **Sitting Fees:** Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof.

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's and responsibilities that is being handling by Mr. Himanshu Muktilal 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 to be paid to Mr. Himanshu Muktilal Zota for the position of Whole-Time Director as stated above and his shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

3. Other Information

<p>(1) Reasons of loss or inadequate profits (2) Steps taken or proposed to be taken for improvement (3) Expected increase in productivity and profits in measurable terms</p>	<p>As you all are kind aware that Zota Health Care Limited has launched its most esteemed project DAVAININDIA back in the year 2017, DAVAININDIA is retail generic pharmacy chain. With the blend of Company Owned Company Operated (COCO) and Franchise Owned Franchise Operated (FOFO) stores under this project more than 880+ stores have already been opened up till March 31, 2024. As of now DAVAININDIA is India's largest private sector generic pharmacy chain. For aggressive escalation of the project and to take the advantage of first movers, the Company has incurred huge working capital expenses in the project. The Company is poised that with increasing numbers of new stores and sales volume, the Company shall able to tapering the effect of expenses</p>
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Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Himanshu Muktilal Zota; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in item no. 7.

The Board of Directors recommends the Special Resolution as set out in Item No. 7 in the Notice for approval of the Shareholders.

Item No. 8:

Mr. Kamlesh Rajanikant Zota was re- appointed as Whole-time Director of the Company by the Members at the 19th Annual General Meeting of the Company held on September 21, 2019 for a period of 5 (five) consecutive years commencing from April 01, 2020 to March 31, 2025 and is eligible for re-appointment.

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company in its meeting held on September 04, 2024 has, subject to approval of the shareholders in ensuing general meeting to be held within period of three months from the date of Board approval, re-appointed Mr. Kamlesh Rajanikant Zota (DIN: 00822705) as Whole-time Director of the Company for the further period of five years from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030, liable to retire by rotation.

The Company shall pay remuneration of Rs. 3,50,000/- per month and commission of 0.1% of annual turnover of the Company to Mr. Kamlesh Rajanikant Zota. Apart from this the Company shall pay to him the sitting fees as may be decided by the Board of Directors from time to time for attending Board or Committee meetings.

Mr. Kamlesh Rajanikant Zota satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for his reappointment. Mr. Kamlesh Rajanikant Zota carries over 30+ years of experience in pharmaceutical industry and has been associated with the company since its inception, prior to this he has worked with renowned pharmaceutical companies. The Board is of the opinion that the re-appointment and presence of Mr. Kamlesh Rajanikant Zota on the Board will be desirable, beneficial and in the best interest of the Company.

He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Kamlesh Rajanikant Zota is not debarred from holding the office of Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

The brief profile and other details of Mr. Kamlesh Rajanikant Zota in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are provided in note no. 22 of this Notice.

Accordingly, Board do hereby sought Members approval for re- appointment of Mr. Kamlesh Rajanikant Zota, as the Whole-time Director of the Company in the item no. 8.

The performance of the Company have improved and is expected to improve further in the coming years. However, in view of adverse conditions, it incur losses due to uncontrollable reasons, resulting in inadequate profits to pay managerial remuneration. In such an event, Mr. Kamlesh Rajanikant Zota, Whole-time Director of the Company may be entitled to minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 8 is as follow:

4. General Information

f) Nature of Industry:

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

g) Date or expected date of commencement of commercial production:

July, 2000

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

i) Financial performance based on given indicators

(Rs. In Lakhs)

Particulars	Standalone	
	For the year Ended 31-03-2024 (Audited)	For the year Ended 31-03-2023 (Audited)
Revenue from operations	16658.50	13836.60
Other Income	205.19	255.87
Profit/ (loss) before tax and Exceptional Items	490.61	808.50
Exceptional Items	-	53.79
Profit/ (loss) before Taxation	490.61	862.29
Income Tax	146.8	204.68
Deferred Tax	(5.82)	1.75
Profit after Taxation	337.99	659.35

j) Foreign Investments or collaborations, if any:

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

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

5. Information about the appointee

h) Background details

The background details and profile of Mr. Kamlesh Rajanikant Zota stated in "Brief resume of the Director including nature of expertise in specific functional areas and Experience" in note no. 22 to this notice.

i) Past remuneration

During his last term he was receiving remuneration: Rs. 3,50,000/- per month, Commission: 0.1% of Annual Turnover and sitting fees of Rs. 5000/- per meeting for attending Board or Committee thereof. Further, during the last financial year he has drawn remuneration of Rs. 47.24 lakhs.

j) Recognition or awards: N.A.

k) Job profile and his suitability: Mr. Kamlesh Rajanikant Zota have an aggregate experience of around 30+ years in the Pharmaceutical Industry. He has played lead role in getting regulatory approval for various facilities like NAFDAC, TFDA, FMHACA, PPD, NMRA, etc. In addition, he is in charge of the Company's different business affairs, such as factory management, FDCA work for domestic and export products, WHO certification, trademark and patent registration, customs and export documentation, pharmaceutical-related regulatory compliances and so on.

l) Remuneration proposed

The details of proposed remuneration to be paid to Mr. Kamlesh Rajanikant Zota is as below:

- iv. **Remuneration:** Rs. 3,50,000/- per month
- v. **Commission:** 0.1% of Annual Turnover

vi. **Sitting Fees:** Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof.

m) 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's and responsibilities that is being handling by Mr. Kamlesh Rajanikant Zota, the remuneration payable is equivalent with the remuneration packages paid in the peer companies.

n) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Apart from the remuneration to be paid to Mr. Kamlesh Rajanikant Zota for the position of Whole-Time Director as stated above and his shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

6. Other Information

<p>(1) Reasons of loss or inadequate profits (2) Steps taken or proposed to be taken for improvement (3) Expected increase in productivity and profits in measurable terms</p>	<p>As you all are kind aware that Zota Health Care Limited has launched its most esteemed project DAVAINDIA back in the year 2017, DAVAINDIA is retail generic pharmacy chain. With the blend of Company Owned Company Operated (COCO) and Franchise Owned Franchise Operated (FOFO) stores under this project more than 880+ stores have already been opened up till March 31, 2024. As of now DAVAINDIA is India's largest private sector generic pharmacy chain. For aggressive escalation of the project and to take the advantage of first movers, the Company has incurred huge working capital expenses in the project. The Company is poised that with increasing numbers of new stores and sales volume, the Company shall able to tapering the effect of expenses</p>
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Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Kamlesh Rajanikant Zota; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in item no. 8.

The Board of Directors recommends the Special Resolution as set out in Item No. 8 in the Notice for approval of the Shareholders.

Item No. 9:

The members of the Company in 23rd Annual General Meeting held on September 29, 2023 have approved the series of related party transactions which contains various parties, in which members have also approved related party transactions for appointing and paying remuneration to Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole-time Directors of the Company and Mr. Moxesh Ketanbhai Zota, Managing Director of the Company. And also the salary paid to Mr. Niral Muktilal Zota, the Senior Marketing Manager of the Company.

Further, the members of the Company by way of Postal Ballot on June 27, 2024 has approved related party transaction for appointing and paying remuneration to Mr. Viren Manukant Zota for holding the position of Whole-time Director.

The term of Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota as Whole-time Directors of the Company is going to be completed on March 31, 2025, the Board of Directors have proposed their re-appointment as the Whole- Time Directors of the Company for the further period of five years commencing from April 01, 2025 to March 31, 2030 at remuneration of Rs. 3.5 lakhs per month and commission of 0.1% of annual turnover of the Company. Therefore, the total monthly remuneration payable to the directors is exceeding the threshold of Rs. 2.5 lakhs per month.

As per provisions of section 188 of the Companies Act, 2013 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 by way of ordinary resolution required. Hence, in view of proposed remuneration payable to the related parties; it is required to obtain members approval.

Further, Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an

Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a 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 Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. The proposed remuneration to be paid to the Whole-time directors for their re-appointment and earlier related party transactions as approved in the 23rd Annual General Meeting and as approved by way of Postal Ballot on June 27, 2024, either individually or altogether might exceeds the threshold of material related party transaction. Hence, it is required to obtain members approval.

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

Name of Individual/ Company/ Partnership firm with whom Company has entered into related party transactions	Mr. Himanshu Muktilal Zota (Whole-time Director) (DIN: 01097722)	Mr. Kamlesh Rajanikant Zota (Whole-time Director) (DIN: 00822705)
Person who is interested in Related Party Transaction along with designation	Mr. Himanshu Muktilal Zota (Whole-time Director)	Mr. Kamlesh Rajanikant Zota (Whole-time Director)
Amount / Value Involved in transaction	Remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover	Remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover
Tenure	Re-appointed as a Whole-time Director of the Company for the further period of five years from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030	Re-appointed as a Whole-time Director of the Company for the further period of five years from the expiry of his present term, that is with effect from April 01, 2025 to March 31, 2030
Nature of Transaction	Remuneration	Remuneration

The related party transactions with Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole-time Directors of the Company, have already been approved by the Audit Committee of the Company in its meeting held on August 14, 2024 and further the same have been approved by the Board of Directors in its meeting held on September 04, 2024.

Except as provided above, the remaining related party transactions as approved in the 23rd Annual General Meeting with Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company for payment of remuneration and salary respectively and as approved by way of Postal Ballot on June 27, 2024, for appointing and paying remuneration to Mr. Viren Manukant Zota, Whole- Time Director of the Company for holding the position of Whole-time Director will be continued as originally approved in the respective meetings.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except the parties as aforementioned involved in this resolution to the extent of their shareholding none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no 09.

The Board Directors recommends the matter and the resolution set out under Item no. 9 for the approval of the Members by way of passing an Ordinary Resolution.