

August 25, 2020

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 Tuesday, August 25, 2020

Ref.: Regulation 30 & 33 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 Tuesday, August 25, 2020 at 02:00 P.M. at the registered office of the Company situated at Zota House, 2/896, Hira Modi Street, Sagrapura, Surat – 395002, Gujarat have, *inter alia*, discussed and approved following businesses:

1. Considered and approved the unaudited standalone and consolidated financial results for the quarter ended June 30, 2020 along with Limited Review Reports thereon. Financial Results and Limited Review Reports are enclosed herewith (*Annexure – I*).
Unaudited standalone and consolidated financial results for the period as aforementioned shall be available on the website of the Stock Exchange where the shares of the Company are listed i.e. at www.nseindia.com and on Company’s website at www.zotahealthcare.com
2. Considered and Approved the Director’s Report for the year ended March 31, 2020.
3. Considered and approved notice of the 20th Annual General Meeting (AGM). Board has decided to hold the 20th Annual General Meeting on Saturday, the 26th day of September, 2020 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Notice of the 20th AGM of the Company is enclosed herewith (*Annexure – II*).
4. Decided to close the register of members of the Company from Saturday, September 19, 2020 to Saturday, September 26, 2020 for the purpose of payment of final dividend and Annual General Meeting.
5. Decided Friday, September 18, 2020 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:

Registered Office :

Zota House, 2/896, Hira Modi Street,
Sagrapura, Surat - 395 002 | Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web : www.zotahealthcare.com
CIN : L24231GJ2000PLC038352

Plant :

Plot no. 169, Surat Special Economic Zone
Nr. Sachin, Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122



- a) As Beneficial Owners as at the end of business hours on September 18, 2020 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 18, 2020.

Member's whose names are appearing on register of members as on September 18, 2020 shall be eligible for e-voting.

6. The Board has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and the votes casted through e-voting system during the 20th Annual General Meeting of the Company. The e-voting facility shall starts from Wednesday, September 23, 2020 at 9:00 a.m. and shall end on Friday, September 25, 2020 on 5:00 p.m.

The Board meeting concluded at 3:50 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

Registered Office :

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat - 395 002 | Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web : www.zotahealthcare.com
CIN : L24231GJ2000PLC038352

Plant :

Plot no. 169, Surat Special Economic Zone,
Nr. Sachin Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122

CHARTERED ACCOUNTANTS

Independent Auditor's Review Report on Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
**The Board of Directors of
Zota Health Care Limited**

We have reviewed the accompanying statement of Standalone Unaudited Financial Results of **Zota Health Care Limited** (the "Company") for the quarter ended **June 30, 2020** ("the Statement") attached herewith, being submitted by the Company pursuant to requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Management's Responsibility

This Statement, is the responsibility of the Company's Management and is approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

Auditor's Responsibility

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Attention is drawn to Note no. 3 of the Statement which states that the Comparative figures of quarter ended June 30, 2019 as reported in the accompanying Statement have been restated by the management of the Company and prepared by exercising necessary due diligence to ensure that the financial results reflect true and fair view of Company's affairs but have not been subjected to review.

Attention is drawn to Note no. 4 to the Statement regarding the assessment made by Management relating to impact of COVID-19 pandemic on the operations of the Company.

Our conclusion is not modified in respect of these matters.



SHIVANGI PAREKH & CO.

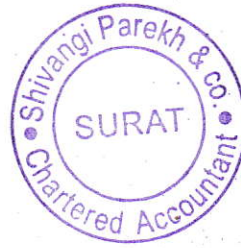
CHARTERED ACCOUNTANTS

Conclusion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Date: 25/08/2020

Place: Surat



For Shivangi Parekh & Co.
Chartered Accountants
ICAI FRN: 131449W

CA. Shivangi Mehta
Proprietor

M. No.118936

UDIN:20118936AAAABM8387

Particulars	Quarter Ended			Year Ended
	30-06-2020 (Unaudited)	31-03-2020 (Audited)	30-06-2019 (Unaudited) Refer note no. 3 & 6	31-03-2020 (Audited)
I. Revenue from Operations	1754.96	2307.96	2168.19	9511.27
II. Other Incomes	22.82	53.26	29.81	151.30
III. Total Revenue	1777.78	2361.22	2198.00	9662.57
IV. Expenses:				
Cost of Materials Consumed:	223.44	331.70	362.45	1303.92
Purchases of Stock-in-Trade	1682.71	1049.41	1047.59	4617.40
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(741.83)	168.22	89.47	708.70
Employee Benefit Expenses	206.50	268.55	243.52	1034.05
Finance Costs	0.74	2.28	1.30	6.91
Depreciation / Amortisation and Depletion Expense	73.91	99.59	30.04	209.75
Other Expenses	268.95	337.34	339.86	1393.81
Total Expenses	1714.43	2257.09	2114.22	9274.55
V. Profit before Exceptional items and tax from continuing operations (III-IV)	63.35	104.13	83.78	388.02
VI. Exceptional Items	-	-	-	-
VII. Profit/(loss) before tax	63.35	104.13	83.78	388.02
VIII. Tax Expense:				
(1) Current tax	18.30	29.85	21.08	103.53
(1.1) I.T. & DD Tax Provision Created Short/ excess	-	1.81	0.26	2.07
(2) Deferred Tax	5.79	0.21	(6.27)	(6.40)
IX. Profit/ (Loss) for the period from Continuing Operations (VII-VIII)	50.84	72.68	56.18	276.01
X. Profit/(loss) before tax from discontinued operations	-	-	-	-
XI. Tax Expense of discontinued Operations	-	-	-	-
XII. Profit/ (Loss) from Discontinued Operations (after Tax) (X- XI)	-	-	-	-
XIII. Profit/ (Loss) for the Year	50.84	72.68	56.18	276.01
XIV. Other Comprehensive Income				
A (i) Items that will not be reclassified to Statement of profit and loss	(3.47)	0.19	11.50	16.46
(ii) Income Tax relating to items that will not be reclassified to Statement of profit and loss	0.87	(0.05)	(2.90)	(4.14)
B (i) Items that will be reclassified to Statement of profit and loss	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit and loss	-	-	-	-
Other comprehensive income for the year, net of tax	(2.60)	0.14	8.61	12.32
Total comprehensive income for the year (XIII + XIV)	48.24	72.83	64.78	288.33
Paid-up Equity Share Capital	2456.03	2456.03	1754.34	2456.03
Earnings per equity share of face value of ₹ 10 each				
(1) Basic (in ₹)	0.21	0.30	0.23	1.12
(2) Diluted (in ₹)	0.21	0.30	0.23	1.12

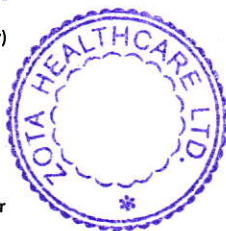
For and on behalf of the Board


(Whole Time Director)
Himanshu M. Zota
(Din : 01097722)


(Managing Director)
Moxesh K. Zota
(Din : 07625219)


Company Secretary
Ashvin Variya


Chief Financial Officer
Viral Mandviwala


For Shivangi Parekh & Co.
Chartered Accountants


CA. Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 25/08/2020
Place : Surat

Registered Office :

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat - 395 002 | Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web : www.zotahealthcare.com
CIN : L24231GJ2000PLCO38352

Plant :

Plot no. 169, Surat Special Economic Zone,
Nr. Sachin Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122

SHIVANGI PAREKH & CO.

CHARTERED ACCOUNTANTS

Independent Auditor's Review Report on Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
**The Board of Directors of
Zota Health Care Limited**

We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **Zota Health Care Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the net profit/(loss) after tax and total comprehensive income / loss for the **quarter ended June 30, 2020** ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Management's Responsibility

This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

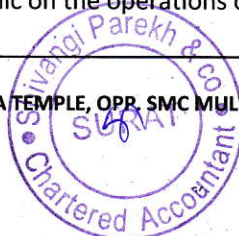
Auditor's Responsibility

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Attention is drawn to Note no. 3 of the Statement which states that the Comparative figures of quarter ended June 30, 2019 as reported in the accompanying Statement have been restated by the management of the Company and prepared by exercising necessary due diligence to ensure that the financial results reflect true and fair view of Company's affairs but have not been subjected to review.

Attention is drawn to Note no. 4 to the Statement regarding the assessment made by Management relating to impact of COVID-19 pandemic on the operations of the Company.



SHIVANGI PAREKH & CO.

CHARTERED ACCOUNTANTS

The Statement includes the results of the following entities:

- Zota Health Care Limited (Parent)
- Zota Healthcare Lanka (Pvt) Ltd (Wholly Owned Subsidiary)
- Davaindia Health Mart Limited (Wholly Owned Subsidiary)

Conclusion

Based on our review conducted and procedures performed as stated in paragraph 3, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

We did not review the interim financial statements of the subsidiaries whose financial statements reflect total revenues Rs. 0.27 Lakhs, total net profit after tax of Rs. 0.21 Lakhs and total comprehensive income of Rs. 0.21 Lakhs, for the quarter ended June 30, 2020, as considered in the consolidated unaudited financial results. These interim financial statements have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matters.

For Shivangi Parekh & Co.
Chartered Accountants
ICAI FRN: 131449W



Date: 25/08/2020
Place: Surat


CA. Shivangi Mehta
Proprietor
M. No.118936

UDIN: 20118936AAAA805992

Particulars		Quarter Ended		Year Ended	
		30-06-2020 (Unaudited)	31-03-2020 (Audited)	30-06-2019 (Unaudited) Refer note no. 3 & 6	31-03-2020 (Audited)
I.	Revenue from Operations	1754.96	2307.96	2168.19	9511.27
II.	Other Incomes	23.08	53.26	29.81	151.30
III.	Total Revenue	1778.04	2361.22	2198.00	9662.57
IV.	Expenses:				
	Cost of Materials Consumed:	223.44	331.70	362.45	1303.92
	Purchases of Stock-in-Trade	1682.71	1049.41	1047.59	4617.40
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(741.83)	168.22	89.47	708.70
	Employee Benefit Expenses	206.50	268.55	243.52	1034.05
	Finance Costs	0.74	2.29	1.31	6.94
	Depreciation / Amortisation and Depletion Expense	73.91	99.59	30.04	209.75
	Other Expenses	269.01	339.10	339.86	1395.64
	Total Expenses	1714.49	2258.86	2114.23	9276.41
V.	Profit before Exceptional items and tax from continuing operations (III-IV)	63.56	102.36	83.77	386.16
VI.	Exceptional Items	-	-	-	-
VII.	Profit/(loss) before tax	63.56	102.36	83.77	386.16
VIII.	Tax Expense:				
	(1) Current tax	18.30	29.85	21.08	103.53
	(1.1) I.T. & DD Tax Provision Created Short/ excess	-	1.81	0.26	2.07
	(2) Deferred Tax	5.79	0.21	(6.27)	(6.40)
IX.	Profit/ (Loss) for the period from Continuing Operations (VII-VIII)	51.05	70.91	56.16	274.15
X.	Profit/(loss) before tax from discontinued operations	-	-	-	-
XI.	Tax Expense of discontinued Operations	-	-	-	-
XII.	Profit/ (Loss) from Discontinued Operations (after Tax) (X- XI)	-	-	-	-
XIII.	Profit/ (Loss) for the Year	51.05	70.91	56.16	274.15
XIV.	Other Comprehensive Income				
	A (i) Items that will not be reclassified to Statement of profit and loss	(3.47)	0.19	11.50	16.46
	(ii) Income Tax relating to items that will not be reclassified to Statement of profit and loss	0.87	(0.05)	(2.90)	(4.14)
	B (i) Items that will be reclassified to Statement of profit and loss	*	0.08	*	*
	(ii) Income Tax relating to items that will be reclassified to profit and loss	*	*	*	*
	Other comprehensive income for the year, net of tax	(2.60)	0.22	8.61	12.32
	Total comprehensive income for the year (XIII + XIV)	48.44	71.14	64.77	286.47
	Profit attributable to:				
	Owners of the parent	51.05	70.91	56.16	274.15
	Non-controlling interest	-	-	-	-
	Other comprehensive income attributable to:				
	Owners of the parent	(2.60)	0.22	8.61	12.32
	Non-controlling interest	-	-	-	-
	Total Comprehensive Income attributable to:	48.44	71.14	64.77	286.47
	Owners of the parent	-	-	-	-
	Non-controlling interest	-	-	-	-
	Paid-up Equity Share Capital	2456.03	2456.03	1754.34	2456.03
	Earnings per equity share of face value of ₹ 10 each				
	(1) Basic (in ₹)	0.21	0.29	0.23	1.12
	(2) Diluted (in ₹)	0.21	0.29	0.23	1.12

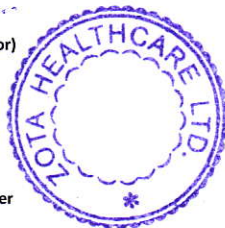
* denotes figures less than a lakh
For and on behalf of the Board

(Whole Time Director)
Himanshu M. Zota
(Din : 01097722)

(Managing Director)
Moxesh K. Zota
(Din : 07625219)

Company Secretary
Ashvin Variya
Date:25/08/2020

Chief Financial Officer
Viral Mandviwala



For Shivangi Parekh & Co.
Chartered Accountants

CA. Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Registered Office: Place : Surat

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat - 395 002 | Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web: www.zotahealthcare.com
CIN : L24231GJ2000PLCO38352

Plant :

Plot no. 169, Surat Special Economic Zone,
Nr. Sachin Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122

Notes:

1. The above financial results for the quarter ended June 30, 2020 has been reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at their meeting held on August 25, 2020.
2. The Statutory Auditors have carried out Limited Review of the financial results for the quarter ended June 30, 2020.
3. The Company has migrated to the main Board of National Stock Exchange w.e.f. August 19, 2019; accordingly, the Company has not prepared financial results for the previous quarters. However, Comparative figures of quarter ended June 30, 2019 have been restated by the management of the Company and prepared by exercising necessary due diligence to ensure that the financial results reflect true and fair view of Company's affairs. Financial results for the quarter ended June 30, 2019 have not been subjected to limited review report of auditor.
4. COVID-19 outbreak throughout the globe resulted slowdown and disturbance of economic activities. Due to nationwide lockdown, Company's operations were impacted. During the quarter Company's business remained totally shut up till April 16, 2020 and accordingly sales volume for the quarter ended June 30, 2020 has been impacted. However, the Company has resumed operations in phased manner w.e.f. April 17, 2020. As company is falling under essential commodities, the Companies business was not that affected as compared to overall economy.
The Company has done assessment of its liquidity position and expects to fully recover the carrying amount of receivables, investments, intangible assets and other assets. The Company has also evaluated the inventory in hands and found it's sufficient to honor future orders.
5. The Company has evaluated its Operating segment in accordance with IND AS 108 and has concluded that it is engaged in a single operating segment.
6. On July 29, 2019 the Company has issued 7016975 bonus shares in the ratio of 4:10 [i.e. 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held.] Post this issue Earning Per Share (EPS) for all the reporting period have been restated as per IND AS 33.
7. The consolidated results include the result of following wholly owned subsidiaries:
 - i) Zota Healthcare Lanka (Pvt) Ltd
 - ii) DAVAINDIA HEALTH MART LIMITED
8. The figures for the corresponding previous period have been regrouped/reclassified wherever necessary, to make them comparable.

**Registered Office :**

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat - 395 002 | Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web : www.zotahealthcare.com
CIN : L24231GJ2000PLC038352

Plant :

Plot no. 169, Surat Special Economic Zone,
Nr. Sachin Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122

NOTICE

OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the members of Zota Health Care Limited ('the Company') will be held on Saturday, the 26th day of September, 2020 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2020, 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 2019-20.
3. To appoint a Director in place of Mr. Himanshu Muktilal Zota, Whole-time Director (DIN-01097722), who retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Place: Surat

Date: 25.08.2020

By order of the Board
for **ZOTA HEALTH CARE LIMITED**

Sd/-
Ashvin Variya
Company Secretary & Compliance Officer

Notes:

- a. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 20th AGM of the Company shall be the registered office of the Company.
- b. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- c. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Annual General Meeting through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
- d. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- e. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.zotahealthcare.com, on website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
- f. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 20th AGM without any restriction on account of first-come first-served principle.
- h. Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 19th day of September, 2020 to Saturday, the 26th day of September, 2020 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting and for Annual General Meeting.
- i. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 25, 2020 through email at cszota@zotahealthcare.com. The same will be addressed by the Company suitably.
- j. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Saturday, the 26th September, 2020 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 18th September, 2020 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 18th September, 2020".
- k. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A separate communication in this regards shall be forwarded to all the shareholders to their registered e-mail addresses.
- l. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
- m. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
- n. Members holding shares in physical form are requested to notify following details to the Registrar and Transfer Agent (RTA) of the Company Satellite Corporate Services Pvt. Ltd. Unit No. 49, Bldg No. 13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc. Ltd, Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400 072*

- i) Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company)
- ii) E-mail id (for receiving notices and annual reports through e-mail id.)
- iii) Any change in address (application form is available at website of the Company www.zotahealthcare.com under investor relation tab.)
- iv) PAN card copy for the record of the Company as required under the Guidelines of the SEBI.
- o. Members who are having shares in physical mode and want to register as a nominee as per Section 72 of the Companies Act, 2013 are requested to send from SH-13 for nomination or form SH-14 for cancelation of nomination. Form SH-13 and SH-14 are available on Company's website www.zotahealthcare.com under investor relation tab.
- p. The details of directors appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

* Note: w.e.f. September 01, 2020; our RTA's address would be Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka-Mumbai-400072.

Particulars	HIMANSHU MUKTILAL ZOTA
DIN No.	01097722
Date of Birth	30-05-1974
Date of Appointment on current position	01-04-2010
Qualification	Diploma in Pharmacy
Expertise in specific functional areas	Mr. Himanshu Muktilal Zota 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 27 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 looking 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. He is also playing vital role in planning and /implementation of Company's esteemed project DAVAINDIA.
Relationship between Directors inter-se and with Manager and other KMPs	N.A.
List of other Companies in which directorship is held as on 31st March, 2020	1
Chairman/ Member of Committee of other Company	NIL
No. of Shares Held	3268930
No. of Board Meeting attended during last Financial Year	10
Remuneration drawn during last Financial Year	26.01 Lakhs

q. E-voting:

- i) Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members holding shares either in physical mode or dematerialization mode are entitled to exercise their vote through electronic mode.
- ii) The members who are entitled to vote and participate in the AGM through VC / OAVM, and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
- iii) The members who have voted though e-voting are also entitled to attend/ participate in the AGM through VC / OAVM but not entitled to cast their vote during the meeting.
- iv) The Board of Directors of the Company has appointed Mr. Ranjit 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 Friday, the 18th day of September, 2020. Members whose names are appearing on Register of Members on Friday, the 18th day of September, 2020 are entitled to vote through e-voting.
- vi) The e-voting facility will be start from Wednesday, the 23rd day of September, 2020 at 9:00 a.m. and will end on Friday, the 25th day of September, 2020 on 5:00 p.m.
- r. Since this AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- vi. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

- vii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cszota@zotahealthcare.com from September 22, 2020 (9:00 a.m. IST) to September 24, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 23rd September, 2020 at 09:00 A.M. and ends on Friday, 25th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

HOW TO CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Ms. Sarita Mote) at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cszota@zotahealthcare.com

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

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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.