

September 04, 2023

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 Monday, September 04, 2023**

**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 Monday, September 04, 2023 at 04:30 P.M. have, inter alia, discussed and approved following businesses:

1. Considered and Approved the Director’s Report for the year ended March 31, 2023.
2. Considered and approved notice of the 23rd Annual General Meeting (AGM). Board has decided to hold the 23rd Annual General Meeting on Friday, the 29th day of September, 2023 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Notice of the 23rd AGM of the Company is enclosed herewith **(Annexure – I)**.
3. Decided to close the register of members of the Company from Saturday, September 23, 2023 to Friday, September 29, 2023 for the purpose of payment of final dividend and Annual General Meeting.
4. Decided Friday, September 22, 2023 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 22, 2023 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 22, 2023.

Member’s whose names are appearing on register of members as on September 22, 2023 shall be eligible for e-voting.

**Registered Office:**

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

CIN: L24231GJ2000PLC038352

5. The Board has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and the votes casted through e-voting system during the 23rd Annual General Meeting of the Company. The e-voting facility shall starts from Tuesday, September 26, 2023 at 9:00 A.M. and shall end on Thursday, September 28, 2023 on 5:00 P.M.

The Board meeting concluded at 5:45 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

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of Zota Health Care Limited ('the Company') will be held on Friday, the 29<sup>th</sup> day of September, 2023 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 31<sup>st</sup> March, 2023, 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 2022-23.
3. To appoint a Director in place of Mr. Himanshu Muktilal Zota, Director (Holding DIN- 01097722), who retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

#### SPECIAL BUSINESSES:

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in furtherance to special resolution passed in the 21<sup>st</sup> Annual General Meeting held on September 30, 2021, any other applicable laws, if any, the consent of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Moxesh Ketanbhai Zota (DIN:07625219), Managing Director of the Company, as set out below with effect from October 01, 2023 for the remaining period of his present term of appointment up to October 06, 2026, Company shall pay to Mr. Moxesh Ketanbhai Zota remuneration as set out below:

(1) Remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;

(2) 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. Moxesh Ketanbhai Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration."

**"RESOLVED FURTHER THAT** all other term of appointment shall be same as per re-appointment made in the 21<sup>st</sup> Annual General Meeting held on September 30, 2021."

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in furtherance to special resolution passed in the 19<sup>th</sup> Annual General Meeting held on September 21, 2019, any other applicable laws, if any, the approval of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Kamlesh Rajanikant Zota (DIN: 00822705), Whole Time Director of the Company, as set out below with effect from October 01, 2023 for the remaining

period of his present term of appointment up to March 31, 2025, Company shall pay to Mr. Kamlesh Rajanikant Zota remuneration as set out below:

(1) Remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;

(2) 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** all other term of appointment shall be same as per re appointment made in the 19th Annual General Meeting held on September 21, 2019.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in furtherance to special resolution passed in the 19th Annual General Meeting held on September 21, 2019, any other applicable laws, if any, the approval of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Himanshu Muktilal Zota (DIN: 01097722), Whole Time Director, as set out below with effect from October 01, 2023 for the remaining period of his present term of appointment up to March 31, 2025, Company shall pay to Mr. Himanshu Muktilal Zota remuneration as set out below:

(1) Remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;

(2) 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** all other term of appointment shall be same as per re appointment made in the 19<sup>th</sup> Annual General Meeting held on September 21, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in furtherance to special resolution passed in the 19th Annual General Meeting held on September 21, 2019, any other applicable laws, if any, the approval of members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Manukant Chandulal Zota (DIN: 02267804), Whole Time Director, as set out below with effect from October 01, 2023 for the remaining period of his present term of appointment up to March 31, 2025, Company shall pay to Mr. Manukant Chandulal Zota remuneration as set out below:

(1) Remuneration: ₹ 1,50,000/- per month;

(2) 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. Manukant Chandulal Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

**“RESOLVED FURTHER THAT** all other term of appointment shall be same as per re appointment made in the 19th Annual General Meeting held on September 21, 2019.”

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

**“RESOLVED THAT** pursuant to the provisions of section 152, 197 & 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) 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 to appoint Mr. Laxmi Kant Sharma (DIN-10266796) as Executive Director of the Company, who was appointed as Additional Director w.e.f. August 26, 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting, be and is hereby appointed as Executive Director of the Company for the period of five years starting from August 26, 2023 to August 25, 2028 at following terms and conditions and he is liable to retire by rotation,:

- (1) Period of appointment: Appointment for a term of five consecutive years commencing from August 26, 2023 till August 25, 2028;
- (2) Remuneration: ₹ 70,000/- per month;
- (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. Laxmi Kant Sharma 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 consider and if through fit, to pass with or without modification, the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) 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 to appoint Mr. Dhaval Chandubhai Patwa (DIN: 10283028), who was appointed as an Additional Director designed as an Independent Director on the Board of Directors of the Company w.e.f. August 26, 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for the period of five years starting from August 26, 2023 to August 25, 2028 at following terms and conditions:

- (1) Period of appointment: Appointment for a term of five consecutive years commencing from August 26, 2023 till August 25, 2028;
- (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.”

10. To consider and if through 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, pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, and in supersession of the earlier resolution passed by the members, approval of the Members be and is hereby accorded for below mentioned related party transactions:

- a) continuing the existing related party transaction(s) with respect to payment of remuneration and/or salary entered with Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant

Chandulal Zota, the Whole-time Directors of the Company, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Niral Muktilal Zota and Mr. Viren Manukant Zota, Senior Marketing Managers of the Company, as detailed explained in Explanatory Statement w.e.f. October 01, 2023.”

“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: 04.09.2023

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 and No. 10/2022 dated 28th December, 2022 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 business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as 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 concerning the special businesses under Item Nos. 4 to 10 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 and No. 10/2022 dated 28th December, 2022.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the AGM along with Annual Report 2022-23 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 2022-23 will also be available on the Company's website at [www.zotahealthcare.com](http://www.zotahealthcare.com) , on website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>
11. 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.
12. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 28, 2023 through email at [cszota@zotahelthcare.com](mailto:cszota@zotahelthcare.com). The same will be addressed by the Company suitably.
13. Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting and for the Annual General Meeting.
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. Friday, September 29, 2023 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 Friday, September 22, 2023 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 Friday, September 22, 2023".
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 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](http://www.iepf.gov.in).
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
- Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company)
  - E-mail id (for receiving notices and annual reports through e-mail id.)
  - Any change in address
  - 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](http://www.zotahealthcare.com) under investor relation tab).
19. Members who are having shares in physical mode and want to register their nominee as per Section 72 of the Companies Act, 2013 are requested to send form 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](http://www.zotahealthcare.com) under investor relation tab.
20. **E-voting:**
- 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 business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
  - 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.
  - The members who have voted through e-voting are also entitled to attend/ participate in the AGM through VC / OAVM but not entitled to cast their vote during the meeting.
  - 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.
  - The Cut-off date for the purpose of e-voting is Friday, September 22, 2023. Members whose names are appearing on Register of Members on Friday, September 22, 2023 are entitled to vote through e-voting.
  - The e-voting facility will be start from Tuesday, September 26, 2023 at 9:00 A.M. and will end on Thursday, September 28, 2023 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](mailto:cszota@zotahealthcare.com). The same will be replied by the company suitably.
22. The details of directors appointment or re-appointment/ revision in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Name of Director	Mr. Moxesh Ketanbhai Zota (Managing Director) (DIN:07625219)	Mr. Kamlesh Rajanikant Zota (Whole-time Director) (DIN: 00822705)	Mr. Himanshu Muktilal Zota (Whole-time Director) (DIN: 01097722)	Mr. Manukant Chandulal Zota (Whole-time Director) (DIN: 02267804)	Mr. Laxmi Kant Sharma (Executive Director) (DIN: 10266796)	Mr. Dhaval Chandubhai Patwa (Non-Executive Independent Director) (DIN: 10283028)
<b>D.O.B</b>	12/11/1990	17/01/1973	30/05/1974	17/04/1951	15/10/1975	13/05/1990
<b>Age (in years)</b>	32	50	49	72	47	33
<b>Brief resume of the Director</b>	At present Mr. Moxesh	Mr. Kamlesh Rajanikant Zota	Mr. Himanshu Muktilal Zota	Mr. Manukant Chandulal Zota	Mr. Laxmi Kant Sharma holds	Mr. Dhaval Chandubhai



<b>including nature of expertise specific functional areas and Experience</b>	<p>Ketanbhai Zota serves as Managing Director of the Company. He is associated with the Company since 2014. He is in charge of overall management, export business, strategy design for new project implementation, research on future pharmaceutical market scenarios, international business development, and product registration. Under his guidance, the organisation has established a global presence in more than 30 countries. He has pushed for more product registrations in foreign countries, with a total of 280+ products registered in various countries and another 310+ products in the process of being registered.</p>	<p>have an aggregate experience of around 26 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.</p>	<p>has been associated with our Company since the time of its incorporation, thus having an aggregate experience of around 29 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 &amp; 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.</p>	<p>has been associated with the Zota Group since the year 1995 and subsequently has been associated with our Company since its incorporation and thus has an aggregate experience of around 24 in the Pharmaceutical Industry. He is entrusted with the responsibility of dealing with the daily accounting activities of our Company. He is also looking after overall management and CSR activities and its implementation.</p>	<p>Bachelor's degree of B.Sc. in Biology from Rajasthan University, Jaipur He has also done Diploma in Pharmacy from Board of Technical Examinations, Maharashtra. He have acquired a strong foundation in field of retail pharmacy. His professional journey has been marked by diverse roles, ranging from serving as a Medical Representative and Area Sales Manager for 6 years in various pharma companies, to contributing as a pharmacist in a Retail Pharmacy setting for 15 years. He is also associated with the Company from the year 2018 as Manager in Operations of Davaindia stores. He is equipped with a comprehensive understanding of both business and healthcare aspects of the pharmaceutical industry.</p>	<p>Patwa is fellow member of the Institute of Chartered Accountant of India (ICAI). He has completed Chartered Accountancy course in the year 2011. Along with that he has gained Diploma in Information Systems Audit. He has also done Bachelor of Commerce from the Veer Narmad South Gujarat University, Surat in the year 2010. Post qualification of Chartered Accountant he in 2011 he has formed his own firm and doing practice. So, he is having total work experience of around 12 years. His core areas of working are Direct and Indirect Taxes, Bank Audits, Management and System Audit, Accounting and Corporate Services. He is not related to any other Director on the Board of the Company.</p>
<b>Date of Appointment (DD/MM/YYYY)</b>	07/10/2016	12/07/2000	12/07/2000	12/07/2000	26/08/2023	26/08/2023
<b>Qualification</b>	B.Pharm, MBA	B.Pharm	D.Pharmacy, B.C.A	M.Sc.	B.Sc. (Biology), D. Pharm	CA, B.Com

Number of Equity Shares held in the Company	4,94,150	19,91,103	32,32,780	21,82,070	NIL	NIL
Number of Board Meetings attended during the Financial Year 2022-23	6	6	6	6	NIL	NIL
Directorships held in other Companies	1	1	1	NIL	NIL	NIL
Chairmanships of Committees in other Companies	NIL	NIL	NIL	NIL	NIL	NIL
Memberships of Committees in other Companies	NIL	NIL	NIL	NIL	NIL	NIL
Relationships between Directors of the Company inter-se	Mr. Moxesh Ketanbhai Zota is son of Ketankumar Chandulal Zota, Chairman of the Company.	N.A.	N.A.	Mr Manukant Chandulal Zota is brother of Mr. Ketankumar Chandulal Zota, Chairman of the Company.	N.A.	N.A.
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover, with effect from 1st October, 2023 for the remaining period of his present term of appointment up to October 06, 2026.	Remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover, with effect from 1st October, 2023 for the remaining period of his present term of appointment up to March 31, 2025.	Remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover, with effect from 1st October, 2023 for the remaining period of his present term of appointment up to March 31, 2025.	Remuneration of Rs. 1.5 lakh per month, with effect from 1st October, 2023 for the remaining period of his present term of appointment up to March 31, 2025.	Appointed as Executive Director for the period of five years starting from August 26, 2023 at the remuneration of Rs. 70,000/- per month.	Appointed as Independent Director for the period of five years starting from August 26, 2023.

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

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

The remote e-voting period begins on Tuesday, September 26, 2023 at 9:00 A.M. and ends on Thursday, September 28, 2023 on 5:00 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. Friday, September 22, 2023 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 Friday, September 22, 2023.

**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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.nsd.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.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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](mailto:rbksurat@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto: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 [cszota@zotahealthcare.com](mailto: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](mailto:cszota@zotahealthcare.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e.

#### **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 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](mailto: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 to 7:**

Mr. Moxesh Ketanbhai Zota was re-appointed as Managing Director by way of a special resolution passed by the members at the 21st Annual General Meeting of the Company held on September 30, 2021 with effect from October 07, 2021 for period of five years upto October 06, 2026.

Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota were re-appointed as Whole-time Directors of the Company by way of a special resolution passed by the members of the Company at the 19th Annual General Meeting held on September 21, 2019 with effect from April 01, 2020 for period of five years upto March 31, 2025.

Further, in the respective members meetings as stated above, the members of the Company by way of special resolution have also approved for the remuneration payable to the respective directors.

The Managing Director and Whole-time Director(s) have provided dedicated services and significant contribution to the overall growth of the Company. The Board taking into consideration industry standards and to commensurate with the services rendered by Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota, Whole-time Directors of the Company, the Board has the view that the present remuneration which is being paid to the directors as aforementioned in not sufficient one and the same has to be revised. Hence, the Board of Directors in its meeting held on August 14, 2023 on the recommendation of the Nomination and Remuneration Committee of the Board has decided to revise the remuneration payable to the directors as stated in the item no. 4, 5, 6 & 7.

Accordingly, Board do hereby sought Members approval for revision in remuneration payable to Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota, Whole-time Directors of the Company as provided in the item no. 4, 5, 6 & 7 for their respective remaining terms.

The brief profile of Directors 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.

The performance of the Company have improved and is expected to improve further in the coming years. However, in view of adverse conditions, it incur losses due to uncontrollable reasons, resulting in inadequate profits to pay managerial remuneration. In such an event, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota, Whole-time Directors 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. 4, 5, 6 & 7 are 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 31-03-2023	For the year Ended 31-03-2022
<b>Revenue from operations</b>	13836.60	13153.33
<b>Other Income</b>	255.87	164.56
<b>Profit/ (loss) before tax and Exceptional Items</b>	808.50	1419.14
<b>Exceptional Items</b>	53.79	-
<b>Profit/ (loss) before Taxation</b>	862.29	1419.14
<b>Income Tax</b>	204.68	368.84
<b>Deferred Tax</b>	1.75	7.71
<b>Profit after Taxation</b>	659.35	1058.01

- 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. Moxesh Ketanbhai Zota, Mr. Kamlesh Rajanikant Zota and Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota are 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**

The remuneration paid to the Director(s) for the financial year 2022-23 is as below

Name of the Directors	Designation	Remuneration paid during Financial Year 2022-23
Mr. Moxesh Ketanbhai Zota	Managing Director	31.99
Mr. Kamlesh Rajanikant Zota	Whole-time Director	31.99
Mr. Himanshu Muktilal Zota	Whole-time Director	32.34
Mr. Manukant Chandulal Zota	Whole-time Director(s)	32.04

- c) **Recognition or awards: N.A.**

- d) **Job profile and his suitability**

**I. Mr. Moxesh Ketanbhai Zota, Managing Director**

At present Mr. Moxesh Ketanbhai Zota serves as Managing Director of the Company. He is associated with the Company since 2014. He is in charge of overall management, export business, strategy design for new project implementation, research on future pharmaceutical market scenarios, international business development, and product registration. Under his guidance, the organisation has established a global presence in more than 30 countries. He has pushed for more product registrations in foreign countries, with a total of 280+ products registered in various countries and another 310+ products in the process of being registered.

**II. Mr. Kamlesh Rajanikant Zota, Whole-time Director**

Mr. Kamlesh Rajanikant Zota have an aggregate experience of around 26 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.

**III. Mr. Himanshu Muktilal Zota, Whole-time Director**

Mr. Himanshu Muktilal Zota has been associated with our Company since the time of its incorporation, thus having an aggregate experience of around 29 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.

**IV. Mr. Manukant Chandulal Zota, Whole-time Director**

Mr. Manukant Chandulal Zota has been associated with the Zota Group since the year 1995 and subsequently has been associated with our Company since its incorporation and thus has an aggregate experience of around 24 in the Pharmaceutical Industry. He is entrusted with the responsibility of dealing with the daily accounting activities of our Company. He is also looking after overall management and CSR activities and its implementation.

**e) Remuneration proposed**

The details of proposed remuneration to be paid to the directors are as below:

Particulars	Name of the Directors			
	Mr. Moxesh Ketanbhai Zota, Managing Director	Mr. Kamlesh Rajanikant Zota, Whole-time Director	Mr. Himanshu Muktilal Zota, Whole-time Director	Mr. Manukant Chandulal Zota, Whole-time Director
<b>Remuneration</b>	Rs. 3,50,000/-	Rs. 3,50,000/-	Rs. 3,50,000/-	Rs. 1,50,000/-
<b>Commission</b>	0.1% of Annual Turnover	0.1% of Annual Turnover	0.1% of Annual Turnover	--
<b>Sitting Fees</b>	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting

**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 have been handled by the Managing Director and Whole-time Directors of the Company, the remuneration payable is equivalent with the remuneration packages paid in the peer companies.

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

Apart from the remuneration paid to them as Managing Director/ Whole-time Directors as stated above and their respective shareholding held directly or indirectly in the Company, Mr. Moxesh Ketanbhai Zota being the son of Mr. Ketankumar Chandulal Zota, Chairman of the Company and Mr. Manukant Chandulal Zota being brother of Mr. Ketankumar Chandulal Zota, Chairman of the Company, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

**3. Other Information**

(1) Reasons of loss or inadequate profits (2) Steps taken or proposed to be taken for improvement (3) Expected increase in productivity and profits in measurable terms	As you all are kind aware that Zota Health Care Limited has launched its most esteemed project DAVAINDIA back in the year 2017, DAVAINDIA is retail generic pharmacy chain. With the blend of Company Owned Company Operated (COCO) and Franchise Owned Franchise Operated (FOFO) stores under this project more than 594+ stores have already been opened up till March 31, 2023. 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.
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The Board recommends the Resolutions as set out at Item no. 4, 5, 6 & 7 of the Notice as Special Resolutions, for approval of the Members.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Moxesh Ketanbhai Zota and Mr. Ketankumar Chandulal Zota, to the extent of their shareholding none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the item no. 4.

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, to the extent of his 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. 5.

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, to the extent of his 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. 6

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Manukant Chandulal Zota and Mr. Ketankumar Chandulal Zota, to the extent of his 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. 7.

#### **Item No. 8:**

Mr. Laxmi Kant Sharma (DIN: 10266796) was appointed as the Additional Director to be designated as Executive Director of the Company by the Board of Directors of the Company in its meeting held on August 26, 2023. In terms of Section 161(1) of the Companies Act, 2013. Mr. Laxmi Kant Sharma can hold office only up to the date of the ensuing Annual General Meeting.

On the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, The Board of Directors has appointed him as Executive Director for the term of five years starting from August 26, 2023, subject to the members approval in ensuing general meeting and he is liable to retire by rotation. He will receive the remuneration of Rs. 70,000/- per month and sitting fees of Rs. 5000/- per meeting. The Board is of the opinion that the appointment and presence of Mr. Laxmi Kant Sharma on the Board as the Managing will be desirable, beneficial and in the best interest of the Company.

The Company has received the consent from Mr. Laxmi Kant Sharma as required under the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The brief profile of Mr. Laxmi Kant Sharma 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 the note no. 22 of this Notice.

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. Laxmi Kant Sharma, 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:

#### **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 31-03-2023	For the year Ended 31-03-2022
Revenue from operations	13836.60	13153.33
Other Income	255.87	164.56
Profit/ (loss) before tax and Exceptional Items	808.50	1419.14
Exceptional Items	53.79	-
Profit/ (loss) before Taxation	862.29	1419.14
Income Tax	204.68	368.84
Deferred Tax	1.75	7.71
Profit after Taxation	659.35	1058.01

**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. Laxmi Kant Sharma 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**

Mr. Laxmi Kant Sharma has been appointed as the executive director w.e.f. August 26, 2023. Hence, his past remuneration details are not available.

**c) Recognition or awards: N.A.****d) Job profile and his suitability**

Mr. Laxmi Kant Sharma holds Bachelor's degree of B.Sc. in Biology from Rajasthan University, Jaipur. He has also done Diploma in Pharmacy from Board of Technical Examinations, Maharashtra. He has acquired a strong foundation in field of retail pharmacy. His professional journey has been marked by diverse roles, ranging from serving as a Medical Representative and Area Sales Manager for 6 years in various pharma companies, to contributing as a pharmacist in a Retail Pharmacy setting for 15 years. He is also associated with the Company from the year 2018 as Manager in Operations of Davaindia stores. He is equipped with a comprehensive understanding of both business and healthcare aspects of the pharmaceutical industry.

**e) Remuneration proposed**

The details of proposed remuneration to be paid to Mr. Laxmi Kant Sharma is as below:

- Remuneration: Rs. 70,000/- per month;
- 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. Laxmi Kant Sharma, the remuneration payable is equivalent with the remuneration packages paid in the peer companies.

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

Apart from the remuneration paid to Mr. Laxmi Kant Sharma for the position of Executive Director, 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 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 594+ stores have already been opened up till March 31, 2023. 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. Laxmi Kant Sharma; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid 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:

Considering the present board composition and taking into consideration the appointment of Mr. Laxmi Kant Sharma as the executive director on the Board of the Company and in accordance with the provisions of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to have at least half of the total number of Directors on the Board as Independent Directors; Mr. Dhaval Chandubhai Patwa (DIN: 10283028) was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors of the Company in its meeting held on August 26, 2023. . In terms of Section 161(1) of the Companies Act, 2013. Mr. Dhaval Chandubhai Patwa can hold office only up to the date of the ensuing Annual General Meeting.

On the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, The Board of Directors has appointed him as a Non-Executive designated as an Independent Director for the term of consecutive five years starting from August 26, 2023, subject to the member's approval in ensuing general meeting and he is not liable to retire by rotation. Apart from the sitting fees as may be decided by the Board of Directors from time to time for attending Board or Committee meetings, he will not receive any remuneration. Mr. Dhaval Chandubhai Patwa is independent to the Company and possesses required qualifications and skills.

The Company has received the consent from Mr. Dhaval Chandubhai Patwa as required under the provisions of Section 149(6) of the Companies Act, 2013 and the Rules framed thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Further, the name of Mr. Dhaval Chandubhai Patwa is already there in the Independent Director's Databank and considering his experience as a practicing chartered accountant he has got exempted from the clearing the online proficiency self-assessment test as mandated by the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors, Mr. Dhaval Chandubhai Patwa possesses the requisite integrity, expertise and experience and fulfil the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The brief profile of Mr. Dhaval Chandubhai Patwa 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.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Dhaval Chandubhai Patwa; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 9.

The Board of Directors recommends the Special Resolution as set out in Item No. 9 in the Notice for approval of the Shareholders.

**Item No. 10:**

The members of the Company in 14th Annual General Meeting dated 30th September, 2014 and 19th Annual General Meeting dated 21st day of September, 2019 have approved the series of related party transactions which contains various parties, in which members have also approved related party transactions for paying remuneration to Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota, Mr. Manukant Chandulal Zota, Whole-time Directors of the Company and Mr. Moxesh Ketanbhai Zota, Managing Director of the Company. And also the salaries paid to Mr. Niral Muktilal Zota and Mr. Viren Manukant Zota, the Senior Marketing Managers of the Company.

With effect from October 01, 2023, the Company is going to revise the remuneration payable to the Directors as below:

Particulars	Name of the Directors			
	Mr. Moxesh Ketanbhai Zota, Managing Director	Mr. Kamlesh Rajanikant Zota, Whole-time Director	Mr. Himanshu Muktilal Zota, Whole-time Director	Mr. Manukant Chandulal Zota, Whole-time Director
<b>Remuneration</b>	Rs. 3,50,000/-	Rs. 3,50,000/-	Rs. 3,50,000/-	Rs. 1,50,000/-
<b>Commission</b>	0.1% of Annual Turnover	0.1% of Annual Turnover	0.1% of Annual Turnover	--
<b>Sitting Fees</b>	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting

Further, the salaries paid to Mr. Niral Muktilal Zota and Mr. Viren Manukant Zota, the Senior Marketing Managers of the Company shall be revised to Rs. 70,000/- per month and commission of 0.2% of annual turnover.

In terms of revision in remuneration payable to Mr. to Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota, Mr. Manukant Chandulal Zota, Whole-time Directors of the Company and Mr. Moxesh Ketanbhai Zota, Managing Director of the Company with effect from October 01, 2023; the total monthly remuneration payable to the directors is exceeding the threshold of Rs. 2.5 lakhs per month. Further, the salaries and commission payable to Mr. Niral Muktilal Zota and Mr. Viren Manukant Zota, the Senior Marketing Managers of the Company might exceeds 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 revision of remuneration and salaries of 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 revision in remuneration and salaries of the related parties as stated above 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. Moxesh Ketanbhai Zota (Managing Director) (DIN:07625219)	Mr. Kamlesh Rajanikant Zota (Whole-time Director) (DIN: 00822705)	Mr. Himanshu Muktilal Zota (Whole-time Director) (DIN: 01097722)	Mr. Manukant Chandulal Zota (Whole-time Director) (DIN: 02267804)	Mr. Niral Muktilal Zota (Senior Marketing Manager)	Mr. Viren Manukant Zota (Senior Marketing Manager)
Person who is interested in	Mr. Ketankumar Chandulal Zota	Mr. Kamlesh Rajanikant Zota	Mr. Himanshu Muktilal Zota	Mr. Ketankumar	Mr. Himanshu	Mr. Manukant

Related Party Transaction along with designation	(Chairman) and Mr. Moxesh Ketanbhai Zota (Managing Director)	(Whole-time Director)	(Whole-time Director)	Chandulal Zota (Chairman) and Mr. Manukant Chandulal Zota (Whole-time Director)	Muktibal Zota, (Whole-time Director)	Chandulal 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	Remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover	Remuneration of Rs. 1.5 lakh per month	Salary of Rs. 0.70 lakh per month + commission of 0.2% of annual turnover	Salary of Rs. 0.70 lakh per month + commission of 0.2% of annual turnover
Tenure	with effect from 1st October, 2023 for the remaining period of his present term of appointment up to October 06, 2026	with effect from 1st October, 2023 for the remaining period of his present term of appointment up to March 31, 2025	with effect from 1st October, 2023 for the remaining period of his present term of appointment up to March 31, 2025	with effect from 1st October, 2023 for the remaining period of his present term of appointment up to March 31, 2025	--	--
Nature of Transaction	Remuneration	Remuneration	Remuneration	Remuneration	Salary (holding place of profit)	Salary (holding place of profit)

The related party transactions with Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota, Mr. Manukant Chandulal Zota, Whole-time Directors of the Company and Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Niral Muktilal Zota and Mr. Viren Manukant Zota, the Senior Marketing Managers of the Company, have already been approved by first the Audit Committee of the Company in its meeting held on August 14, 2023 and the same have been further approved by the Board of Directors in its meeting held on August 14, 2023.

The Board Directors recommend the matter and the resolution set out under Item no. 10 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except the parties as aforementioned involved in this resolution and Mr. Ketankumar Chandulal Zota, Chairman of the Company, 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. 10.