

September 04, 2025

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Outcome of Board Meeting held on Thursday, September 04, 2025

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

With reference to the captioned subject, we, Zota Health Care Limited (the “Company”) would like to inform you that the Board of Directors of the Company in its Meeting held on Thursday, September 04, 2025 at 02:00 P.M. have, inter alia, discussed and approved following businesses:

1. Issuance of equity shares and/or equity linked securities by way of qualified institutional placement (“QIP”)

Subject to the approval of members, the Board has approved the proposal for raising of funds, aggregating up to of Rs. 500 Crores (Rupees Five Hundred Crores Only) in one or more tranches by way of issuance of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) by way of QIP or other permissible mode in accordance with the applicable laws, subject to the receipt of the necessary approvals including the approval of the members of the Company and other regulatory / statutory approvals, as may be required.

2. Considered and Approved the Director’s Report for the year ended March 31, 2025.
3. Considered and approved notice of the 25th Annual General Meeting (AGM). Board has decided to hold the 25th AGM on Monday, September 29, 2025 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Notice of the 25th AGM of the Company is enclosed herewith (**Annexure – III**).
4. Decided Monday, September 22, 2025 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, 2025 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;

Registered Office:

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

CIN: L24231GJ2000PLC038352

- 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, 2025.

Member's whose names are appearing on register of members as on September 22, 2025 shall be eligible for e-voting.

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 25th AGM of the Company. The e-voting facility shall start from Friday, September 26, 2025 at 9:00 A.M. and shall end on Sunday, September 28, 2025 on 5:00 P.M.
6. Considered and approved the appointment of Mr. Ranjit Binod Kejriwal, a Peer Reviewed Company Secretary, (Membership Number: 6116 and Certificate of Practice Number: 5985) as the Secretarial Auditor of the Company, subject to the approval of the shareholders at the ensuing AGM, who shall hold office for the period of five consecutive years from the conclusion of ensuing 25th AGM until the conclusion of the 30th AGM on such terms and conditions as determined by the Board from time and time.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023 are annexed herewith as ***Annexure – I & II.***

The Board meeting concluded at 4:35 P.M.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

Ashvin Variya
(Company Secretary & Compliance Officer)

Place: Surat

Encl: a/a

Annexure – I

The disclosure of information pursuant to Para A of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued (viz., equity shares, convertibles, etc.)	Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares
2	Type of issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment etc.)	Qualified institutional placements (“QIP”) in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Aggregating up to of Rs. 500 Crores (Rupees Five Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law
4	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
5	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
6	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
7	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
8	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Annexure II

The disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023:

Particulars	Details
Name of Secretarial Auditor	Mr. Ranjit Binod Kejriwal , a Peer Reviewed Company Secretary
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointed as Secretarial Auditor of the Company
Date of appointment/ cessation/reappointment (as applicable) & term of appointment	For the period of five consecutive years commencing from conclusion of ensuing 25 th AGM until the conclusion of the 30 th AGM, subject to the approval of the shareholders at the ensuing Annual General Meeting.
Brief profile (in case of appointment)	Mr. Ranjit Binod Kejriwal is a Practicing Company Secretary and a Registered Valuer (SFA) specialized in providing high quality services and resolving the complex issues relating to corporate and allied laws. Having experience of 19+ years in the field of professional services helps in providing the tailored solution according to the clients need. He has been peer reviewed by Institute of Company Secretaries of India and has immense knowledge and experience in dealing with matters relating to Company Law, Securities Law, Tax Laws, SEBI, Due Diligence, mergers and Acquisitions, Valuation, management consultancy etc.
Disclosure of Relationship between Directors (in case of appointment of a director)	N.A.

Annexure III

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of Zota Health Care Limited ('the Company') will be held on Monday, the 29th day of September, 2025 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

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

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2025, 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 2024-25.
3. To appoint a Director in place of Mr. Laxmi Kant Sharma, Executive Director (Holding DIN: 10266796), 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 approve appointment of Mr. Ranjit Binod Kejriwal, a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 143, 204 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification, amendment or enactment thereof, for the time being in force), and any other applicable laws, if any, Mr. Ranjit Binod Kejriwal, a Peer Reviewed Company Secretary, (Membership Number: 6116 and Certificate of Practice Number: 5985), be and is hereby appointed as the Secretarial Auditor of the Company for the period of five consecutive years commencing from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company, to carry out the Secretarial Audit for a period of five consecutive financial years i.e., from FY 2025-26 to FY 2029-30 on such terms of remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditor."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this resolution, including but not limited to finalizing the terms and conditions of appointment and remuneration of the Secretarial Auditor and filing necessary forms with the Registrar of Companies."

5. To approve the remuneration payable to Mr. Ketankumar Chandulal Zota (DIN: 00822594), Non-Executive Chairman of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 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)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification or amendment(s) thereto or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, any other applicable laws, if any, the approval of members of the Company be and is hereby accorded for the payment of remuneration payable to Mr. Ketankumar Chandulal Zota (DIN: 00822594), Non-Executive Chairman, for the financial year 2025-26, as set out below with effect from October 01, 2025:

- (1) Profit related Commission of 0.30% of annual consolidated turnover; and
- (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. Ketankumar Chandulal Zota shall be entitled to receive the remuneration as stated above as the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and 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 approve revision in remuneration payable to Mr. Moxesh Ketanbhai Zota (DIN: 07625219), Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (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 23rd Annual General Meeting held on September 29, 2023, 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, 2025 for the remaining period of his present term of appointment up to October 06, 2026, the Company shall pay to Mr. Moxesh Ketanbhai Zota remuneration as set out below and perquisites and allowances as detailed explained in the explanatory statement:

- (1) Remuneration: ₹ 60,00,000/- per annum;
- (2) Commission of 0.20% of annual consolidated turnover; and
- (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. Moxesh Ketanbhai Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration."

"RESOLVED FURTHER THAT all other terms of appointment shall be same as per re-appointment made in the 21st 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."

7. To approve revision in remuneration payable to Mr. Kamlesh Rajanikant Zota (DIN: 00822705), Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (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 24th Annual General Meeting held on September 28, 2024, 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, 2025 for the remaining period of his present term of appointment up to March 31, 2030, the Company shall pay to Mr. Kamlesh Rajanikant Zota remuneration as set out below and perquisites and allowances as detailed explained in the explanatory statement:

- (1) Remuneration: ₹ 60,00,000/- per annum;
- (2) Commission of 0.20% of annual consolidated turnover; and
- (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. Kamlesh Rajanikant Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration."

"RESOLVED FURTHER THAT all other terms of appointment shall be same as per re-appointment made in the 24th Annual General Meeting held on September 28, 2024."

"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 approve revision in remuneration payable to Mr. Himanshu Muktilal Zota (DIN: 01097722), Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (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 24th Annual General Meeting held on September 28, 2024, 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, 2025 for the remaining period of his present term of appointment up to March 31, 2030, the Company shall pay to Mr. Himanshu Muktilal Zota remuneration as set out below and perquisites and allowances as detailed explained in the explanatory statement:

- (1) Remuneration: ₹ 60,00,000/- per annum;
- (2) Commission of 0.20% of annual consolidated turnover; and
- (3) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof."

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

"RESOLVED FURTHER THAT all other terms of appointment shall be same as per re-appointment made in the 24th Annual General Meeting held on September 28, 2024."

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

9. To approve revision in remuneration payable to Mr. Viren Manukant Zota (DIN: 08656333), Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (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 through Postal Ballot on June 27, 2024, 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. Viren Manukant Zota (DIN: 08656333), Whole-time Director, as set out below with effect from October 01, 2025 for the remaining period of his present term of appointment up to March 31, 2029, the Company shall pay to Mr. Viren Manukant Zota remuneration as set out below and perquisites and allowances as detailed explained in the explanatory statement:

- (1) Remuneration: ₹ 60,00,000/- per annum;
- (2) Commission of 0.20% of annual consolidated turnover; and
- (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. Viren Manukant Zota shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“RESOLVED FURTHER THAT all other terms of appointment shall be same as per appointment made through Postal Ballot on June 27, 2024.”

“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 approve revision in remuneration payable to Mr. Laxmi Kant Sharma (DIN-10266796), Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 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, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, pursuant to recommendation of Board of Directors of the Company and in furtherance to special resolution passed in the 23rd Annual General Meeting held on September 29, 2023, consent of the members be and is hereby accorded for revision in remuneration payable to Mr. Laxmi Kant Sharma (DIN-10266796), Executive Director of the Company, as set out below with effect from October 01, 2025 for the remaining period of his present term of appointment up to August 25, 2028, the Company shall pay to Mr. Laxmi Kant Sharma remuneration as set out below:

- (1) Remuneration: In the scale of ₹ 9,00,000/- to ₹ 18,00,000/- per annum w.e.f. October 01, 2025 to August 25, 2028, basis annual performance evaluation by the Board (including any committee formed thereunder from time to time) to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company’s performance apart from individual’s performance; and
- (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. Laxmi Kant Sharma shall be entitled to receive the remuneration as stated above as the Minimum Remuneration.”

“RESOLVED FURTHER THAT all other terms of appointment shall be same as per appointment made in the 23rd Annual General Meeting held on September 29, 2023.”

“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.”

11. To approve material related party transaction(s) with respect to revision of payment of remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Industry Standards on Related Party Transactions (“RPT Industry Standards”) and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, 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 salary entered with Mr. Niraj Muktilal Zota, Senior Marketing Manager of the Company, as approved by the members of the Company in 23rd Annual General Meeting dated September 29, 2023; and
- b) to approve the related party transactions to be entered:
 - I. with respect to payment of remuneration payable to Mr. Ketankumar Chandulal Zota, Non-Executive Chairman of the Company as explained in Explanatory Statement of item no. 11; and
 - II. with respect to revision of payment of remuneration payable to Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, the Whole-Time Directors of the Company as explained in Explanatory Statement of item no. 11.”

“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 which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower 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.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, Regulation 18 & 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Industry Standards on Related Party Transactions (“RPT Industry Standards”) and any other applicable laws, if any, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, and in suppression of the earlier omnibus approval as granted by the Audit Committee of the Company for purchasing goods and approval of the Audit Committee of

the Company as granted for providing loan, the approval of the Members be and is hereby accorded for related party transactions to be entered between the Company and M/s Everyday Herbal Beauty Care Private Limited ("EHBCPL"), subsidiary of the Company, with respect to Purchase of Goods for an amount not exceeding Rs. 25,00,00,000/- for the financial year 2025-26 from EHBCPL and to grant unsecured loan to EHBCPL for an amount not exceeding Rs. 40,00,00,000/-, as detailed explained in the explanatory statement."

"RESOLVED FURTHER THAT the above related party transaction(s) to be entered and already been entered collectively may exceed the threshold for material related party transactions which is Rs. 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financials, whichever is lower 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."

13. To approve increase in Authorised Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, if any under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each by creation of additional 50,00,000 (Fifty Lakhs) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause "V" —

V. "The Authorised Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the equity shares to be allotted shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up equity shares of the Company."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to the aforesaid resolution, including but not limited to incorporation of amendment / suggestion / observation made by Registrar of Companies to extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

14. To consider and approve the proposal for fund raising in one or more tranches by way of issuance of equity shares and/or equity linked securities by way of qualified institutional placement ("QIP")

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") and the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules,

2014 including any amendment(s), statutory modification(s) or re-enactment thereof), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**") to the extent applicable, the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited ("**Stock Exchange**" or "**NSE Limited**") on which the equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended from time to time, and rules and regulations made thereunder, if any, and subject to other applicable rules, regulations, guidelines, notification, circular and clarifications issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Government of India ("**Gol**"), Registrar of Companies, at Ahmedabad, Gujarat ("**RoC**"), and such other governmental/ statutory/ regulatory authorities in India or abroad, Stock Exchange and / or any other competent authorities, from time to time and to the extent applicable, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Gol, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad ("**Applicable Regulatory Authorities**"), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid Applicable Regulatory Authorities, which may be agreed to by the Board of Directors of the Company ("**Board**", which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of members be and is hereby accorded to create, issue, offer and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") (including with provisions on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) for cash, in one or more tranches, for an aggregate amount **upto Rs. 500 Crores**, (inclusive of such discount subject to section 53 of the Companies Act, 2013 or premium to market price or prices permitted under applicable law), through one or more of the permissible modes including but not limited to private placement, qualified institutions placement ("**QIP**") to "qualified institutional buyers" as defined in the SEBI ICDR Regulations through an offer document and / or a private placement offer letter and/ or such other documents/writings/circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Securities or any combination of Securities with or without premium, to be subscribed by all eligible investors, including, residents and / or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions, insurance companies or any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations / guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally, on such other terms and conditions as may be mentioned in the offer/ placement document and / or private placement offer letter (along with the application form), and/ or such other documents/writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and other relevant factors wherever necessary, in consultation with the lead manager(s) and/or other advisors appointed by the Company, and the terms of the issuance as may be permitted by the Applicable Regulatory Authorities, including issue of Securities and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion, and without requiring any further approval or consent from the shareholders."

"RESOLVED FURTHER THAT the Equity Shares that may be issued (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) in terms of this

resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT in accordance with Regulation 171 of the SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board decides to open the QIP and in the event Other Eligible Securities are issued to QIBs by way of QIP, the ‘Relevant Date’ for pricing of such Other Eligible Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.”

“RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“Floor Price”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.”

“RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as ‘Eligible Securities’ within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations), shall be subject to following terms:

- i) the Eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid-up basis;
- ii) no allotment shall be made, either directly or indirectly to any QIBs who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
- iii) minimum of 10 (Ten) percent of the Equity Shares to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;
- iv) the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- v) the tenure of the convertible or exchangeable Eligible Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;
- vi) the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to Rs. 250 Crore) or five (in case the issue size is more than Rs. 250 Crore), as applicable, or such other limit as may be permitted under the SEBI ICDR Regulations;
- vii) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to this special resolution;
- viii) the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b. makes a rights issue of Equity Shares;
- c. consolidates its outstanding Equity Shares into a smaller number of shares;
- d. divides its outstanding Equity Shares including by way of stock split;
- e. re-classifies any of its Equity Shares into other securities of the issuer; and
- f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.”

“RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to FPIs, NRIs and/ or eligible foreign investors be subject to the approval of the RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue.”

“RESOLVED FURTHER THAT such of those equity shares as are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/guidelines.”

“RESOLVED FURTHER THAT any director or Company Secretary be and hereby authorized for the purpose of giving effect to this resolution, to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter(along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this

resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT any director or Company Secretary be and hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.”

Place: Surat
Date: 04.09.2025

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

Sd/-
Ashvin Variya

Notes:

1. Pursuant to General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023 and No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") read with Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India (herein after referred to as "SEBI Circulars") and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and EGM 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 and SEBI circulars, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars and SEBI's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

8. The Explanatory Statement according to Section 102 of the Act setting out material facts under Item Nos. 4 to 14 of the Notice is annexed hereto.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023 and No. 09/2024 dated 19th September, 2024 and with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024.
10. In compliance with the MCA Circulars, SEBI Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Members may note that the AGM Notice along with Annual Report 2024-25 will also be available on the Company's website at www.zotahealthcare.com, on website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>

11. Members who wish to obtain a physical copy of the Integrated Annual Report for the FY 2024-25 (including the Notice of the 25th AGM) shall be sent only to those Members who specifically request for the same. Accordingly, members may write to the Company through email at cszota@zotahealthcare.com requesting for the same by providing their holding details.
12. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
13. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 28, 2025 through email at cszota@zotahealthcare.com. The same will be addressed by the Company suitably.
14. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Monday, September 29, 2025 to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:
 - a. As Beneficial Owners as at the end of business hours on Monday, September 22, 2025 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 Monday, September 22, 2025.
15. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories

(in case of shares held in demat mode). A separate communication in this regards specifying applicable rates for different category along with other relevant details shall be forwarded to all the shareholders to their registered e-mail addresses.

16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investors Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. The details of unclaimed/unpaid dividend lying with the Company are available on the website of the Company at <https://www.zotahealthcare.com/investorrelations/unpaid-unclaimed-dividend/>.
17. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
18. Members holding shares in physical form are requested to notify following details to the Registrar and Transfer Agent (RTA) of the Company **Satellite Corporate Services Pvt. Ltd.** having registered address A/106-107, Dattani Plaza MTNL Lane, East West Compound, Andheri Kurla Road, Sakinaka, Mumbai-400072
 - i) Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company)
 - ii) E-mail id (for receiving notices and annual reports through e-mail id.)
 - iii) Any change in address
 - iv) PAN card copy for the record of the Company as required under the Guidelines of the SEBI.The above mentioned all details could be updated/ changed by filing form ISR-1 with the RTA/ Company. The same is s available at website of the Company www.zotahealthcare.com under investor relation tab).
19. Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ Nos. 38 & 39). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach our RTA, on or before September 22, 2025, the cut- off date. ISR Forms can be accessed from our website at <https://www.zotahealthcare.com/investorrelations/forms-and-applications/>.
20. **E-voting:**
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of

SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- ii) The members who are entitled to vote and participate in the AGM through VC / OAVM, and have not casted their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
- iii) The members who have voted through e-voting are also entitled to attend/ participate in the AGM through VC / OAVM but not entitled to cast their vote during the meeting.
- iv) The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as 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 Monday, September 22, 2025. Members whose names are appearing on Register of Members on Monday, September 22, 2025 are entitled to vote through e-voting.
- vi) The e-voting facility will be start from Friday, September 26, 2025 at 9:00 A.M. and will end on Sunday, September 28, 2025 on 5:00 P.M.

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

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

Name of Director	Mr. Ketankumar Chandulal Zota (Non-Executive Chairman) (DIN: 00822594)	Mr. 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. Viren Manukant Zota (Whole-Time Director) (DIN: 08656333)	Mr. Laxmi Kant Sharma (Executive Director) (DIN: 10266796)
D.O.B.	07/10/1966	12/11/1990	17-01-1973	30-05-1974	30-05-1984	15/10/1975
Age (in years)	59	35	52	51	41	50

Brief resume of the Director including nature of expertise in specific functional areas and Experience	Mr. Ketankumar Chandulal Zota (born 07-10-1966) is a Promoter, Chairman and Non-Executive Director of Zota Health Care Limited originally from Varahi (Patan, Gujarat) then adopted Surat. He has started his career with a small retail medical store in the year 1984; after that in the year 1995, he has started Zota Pharmaceuticals, a proprietorship concern with only 6 brands and now he is the Chairman of Zota Health Care Limited. He has done D Pharmacy from Gujarat University; Ahmedabad in the year 1983. He has vast 35+ years of experience in the Pharmaceutical Industry. His dynamic leadership led the Company become a major player in Pharma Industry. He is entrusted with the responsibilities of looking after the planning	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.	Mr. Kamlesh Rajnikant Zota (born 17-01-1973) is Promoter and whole-time director of Zota Health Care Limited originally from Varahi (Patan, Gujarat) then adopted Surat. He has done Bachelor in Pharmacy from Gujarat University. He has started his career as a Sr. Technical Assistant in Torrent Pharma Ltd in the year 1995 after that he has worked as a Production Officer at unique Pharmaceuticals Laboratories and subsequently joined our Company at the time of its incorporation, thus having an aggregate experience of around 29+ years in the Pharmaceutical Industry. He has played a lead role in getting regulatory approval for various facilities like NAFDAC, TFDA, FMHACA, PPD, NMRA, etc. He is looking after various	Mr. Himanshu Muktilal Zota (born 30-05-1974) is Promoter and whole-time director of Zota Health Care Limited. He has been awarded with degree of Diploma in Pharmacy from the Board of Technical Examinations on behalf of the Government of Maharashtra. He has also done Bachelor in Computer Application from Aptech Compute Education; Surat. He began his journey in the Pharmaceutical Industry in the year 1992 as Retail Pharmacist and a Distributor of Medical Agency and subsequently has been associated with our Company since the time of its incorporation, thus having an aggregate experience of around 30+ years in the Pharmaceutical Industry. He has played an instrumental role in initiating and managing Zota Health	Mr. Viren Manukant Zota is an accomplished professional holding a Bachelor's in Business Administration (BBA) from B.R.C.M. College, Surat. Following his education, Mr. Viren immediately delved into the world of Franchisee Marketing, where he embarked on a hands-on journey across various regions of India. Through this immersive experience, he gained invaluable insights into the nuances of the last point of sale, laying the groundwork for his subsequent achievements. He has been at the forefront of realizing Zota's core objective—sourcing the highest quality products at the most competitive prices. His expertise in	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
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	and implementing new marketing strategies and projects of the Company. From the foundation day of ZOTA his vision is “to provide the affordable medicines to the masses”. For his remarkable contribution to the pharmaceutical industry, his work has been appreciated by many stakeholders. In the year 2016, he has received ‘Lifetime Achievement Award’ with the hand of DCGI (Drug Controller General of India) and in the year 2019 he has been awarded as a ‘Pharma Ratna Asia’ at Pharma Ratan Universe – 2019.		business matters of the Company like factory management, work related to FDCA for domestic products as well as for export products, WHO certification, trademark and patent registration, customs and export documentation , pharmaceutical related regulatory compliances, etc.	Care Limited and ensuing Zota Health Care Limited into one of the fastest growing Companies in Pharma sector. He is taking care of various business matters of the Company like strategy formulation, finance, taxation and accounting related matters, information technology related matters, overall management, planning and implementation of new projects, forecasting of upcoming changes in pharma sectors, etc. He is also playing vital role in planning and implementation of Company’s esteemed project DAVAINDIA.	purchase has played a pivotal role in developing mechanisms to optimize inventory levels while ensuring cost vigilance.	aspects of the pharmaceutical industry.
Date of first Appointment and remuneration last drawn by such person.	12/07/2000 Remuneration last drawn- Rs. 0.80 lakhs	07/10/2016 Remuneration last drawn- Rs. 68.13 lakhs	12/07/2000 Remuneration last drawn- Rs. 68.13 lakhs	12/07/2000 Remuneration last drawn- Rs. 68.58 lakhs	01/04/2024 Remuneration last drawn- Rs. 68.23 lakhs	26/08/2023 Remuneration last drawn- Rs. 9.1 lakhs
Qualification	D.Pharmacy	B.Pharm, MBA	B.Pharm	D.Pharmacy, B.C.A.	Bachelor of Business	B.Sc. (Biology), D. Pharm

					Administratio n (BBA)	
Number of Equity Shares held in the Company	30,51,363	4,94,150	19,91,103	31,35,580	5,09,040	NIL
Number of Board Meetings attended during the Financial Year 2024-25	14	14	15	15	15	14
Directorships held in other Companies	NIL	4	4	4	1	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, Manager and Key Managerial Personnel of the Company inter-se	Mr. Ketankumar Chandulal Zota is father of Moxesh Ketanbhai Zota, Managing Director of the Company.	Mr. Moxesh Ketanbhai Zota is son of Ketankumar Chandulal Zota, Chairman of the Company.	N.A.	N.A.	N.A.	N.A.

Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid	As detailed in explanatory statement of Item no. 5	As detailed in explanatory statement of Item no. 6	As detailed in explanatory statement of Item no. 7	As detailed in explanatory statement of Item no. 8	As detailed in explanatory statement of Item no. 9	As detailed in explanatory statement of Item no. 10
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23. Since this 25th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

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

The remote e-voting period begins on Friday, September 26, 2025 at 09:00 A.M. and ends on Sunday, September 28, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 22, 2025, 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 Monday, September 22, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will

securities in demat mode with NSDL.	have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL

- account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

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

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

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cszota@zotahealthcare.com. The same will be replied by the company suitably.

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

Item No.4:

In accordance with Section 204 of the Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI Listing Regulations, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on September 04, 2025, subject to the approval of the Members of the Company, approved appointment of Mr. Ranjit Binod Kejriwal, a Peer Reviewed Company Secretary (Membership Number:6116 and Certificate of Practice Number: 5985), as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting i.e. for the Financial Year 2025-26 till the end of Financial Year 2029-30.

Mr. Ranjit Binod Kejriwal, Practicing Company Secretary is registered with the Institute of Company Secretary of India ("ICSI") (Membership Number:6116 and Certificate of Practice Number: 5985).

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Ranjit Binod Kejriwal is a Practicing Company Secretary and a Registered Valuer (SFA) specialized in providing high quality services and resolving the complex issues relating to corporate and allied laws. Having experience of 19+ years in the field of professional services helps in providing the tailored solution according to the clients need. He has been peer reviewed by Institute of Company Secretaries of India and has immense knowledge and experience in dealing with matters relating to Company Law, Securities Law, Tax Laws, SEBI, Due Diligence, mergers and Acquisitions, Valuation, management consultancy etc.

As required under the SEBI Listing Regulations, Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has confirmed that he holds a valid certificate issued by the Peer Review Board of ICSI.

Mr. Ranjit Binod Kejriwal had consented to his appointment as the Secretarial Auditor of the Company and has confirmed that he fulfils the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and the services to be rendered by him is within the purview of the said regulation read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed remuneration to be paid to Mr. Ranjit Binod Kejriwal, for the financial year 2025-26 is Rs. 6,00,000/- (Rupees Six Lakhs Only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee.

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

The Board recommends the approval of the Members for appointment of Secretarial Auditor and passing of the Ordinary Resolution set out at Item No. 4 of this Notice.

Item No. 5:

Mr. Ketankumar Chandulal Zota was appointed as Chairman and Non-Executive Director by way of a board resolution passed by the directors at the Board Meeting of the Company held on October 07, 2016.

The Chairman has 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. Ketankumar Chandulal Zota, as the Chairman and Non-Executive Director of the Company, the

Board of Directors on the recommendation of the Nomination and Remuneration Committee in its meeting held on September 04, 2025 has subject to the members approval, proposed to pay the remuneration in the form of profit related commission of 0.30% of annual consolidated turnover for the financial year 2025-26 to be paid on quarterly basis.

Further, as payment of the remuneration payable to him exceeds fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the Financial Year 2025-26; the approval of members shall be required under the provisions of Regulation 17(6)(ca) of the Listing Regulations.

Accordingly, Board do hereby sought Members approval for payment of remuneration payable to Mr. Ketankumar Chandulal Zota, Chairman and Non-Executive Director of the Company as provided in the item no. 5.

The brief profile of Director 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 has improved and is expected to improve further in the coming years. However, in view of adverse conditions, it may incur losses due to uncontrollable reasons, resulting in inadequate profits to pay managerial remuneration. In such an event, Mr. Ketankumar Chandulal Zota, Chairman and Non-Executive Director of the Company may be entitled to minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 5 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 31-03-2025	For the year Ended 31-03-2024
Revenue from operations	25727.61	16658.50
Other Income	462.34	205.19
Profit/ (loss) before tax and Exceptional Items	1184.33	490.61
Exceptional Items	-	-
Profit/ (loss) before Taxation	1184.33	490.61
Income Tax	335.64	146.8
Deferred Tax	13.03	(5.82)
Profit after Taxation	861.72	337.99

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

As on March 31, 2025, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	Shareholding as % of total no. of shares
Foreign Portfolio Investors Category 1	0.87
Non-Resident Indians	0.24

2. Information about the appointee

a) Background details

The background details and profile of Mr. Ketankumar 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

During the last financial year, the Company has paid sitting fees of Rs. 80,000/- to Mr. Ketankumar Chandulal Zota for the position of Chairman and Non-Executive Director of the Company.

c) Recognition or awards: In the year 2016, he has received '*Lifetime Achievement Award*' with the hand of DCGI (Drug Controller General of India) and in the year 2019 he has been awarded as a '*Pharma Ratna Asia*' at Pharma Ratan Universe – 2019.

d) Job profile and his suitability

At present Mr. Ketankumar Chandulal Zota is a Promoter, Chairman and Non-Executive Director of Zota Health Care Limited originally from Varahi (Patan, Gujarat) then adopted Surat. He has started his career with a small retail medical store in the year 1984; after that in the year 1995, he has started Zota Pharmaceuticals, a proprietorship concern with only 6 brands and now he is the Chairman of Zota Health Care Limited. He has vast 35+ years of experience in the Pharmaceutical Industry. His dynamic leadership led the Company become a major player in Pharma Industry. He is entrusted with the responsibilities of looking after the planning and implementing new marketing strategies and projects of the Company.

e) Remuneration proposed

The details of proposed remuneration to be paid to Mr. Ketankumar Chandulal Zota is as below:

Profit related Commission: 0.30% of Annual Consolidated Turnover

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 have been handled by Mr. Ketankumar Chandulal Zota, the Chairman & Non- Executive Director, 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. Ketankumar Chandulal Zota, the Chairman & Non-Executive Director and his respective shareholding held directly or indirectly in the Company, Mr. Ketankumar Chandulal Zota, being father of Mr. Moxesh Ketanbhai Zota Managing Director of the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

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	The Company had launched its most esteemed project DAVAINDIA back in the year 2017 with Franchise Owned Franchise Operated (FOFO) stores and further launched Company Owned Company Operated (COCO) in 2020, which are being operated under M/s Davaindia Health Mart Limited, the Wholly Owned Subsidiary of the Company. DAVAINDIA is retail generic pharmacy chain. As at March 31, 2025, the Company has opened 1580+ Davaindia stores across India with the blend of 852 COCO stores and 730 FOFO stores. As of now DAVAINDIA is India's largest private sector generic pharmacy chain. For aggressive escalation of the project and to take the advantage of first movers, the Company has incurred huge capital expenditure along with operational and working capital expenses in the said project. The Company is poised that with increasing numbers of new stores and sales volume; the Company shall be able to tapering the effect of expenses.
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The Board recommends the Resolutions as set out at Item no. 5 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. Ketankumar Chandulal Zota and Mr. Moxesh Ketanbhai 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. 5.

Item No. 6 to 9:

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 and Mr. Himanshu Muktilal 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 24th Annual General Meeting held on September 28, 2024 with effect from April 01, 2025 for period of five years upto March 31, 2030.

Mr. Viren Manukant Zota was appointed as Whole-time Director by way of special resolution passed by the members of the Company through Postal Ballot on June 27, 2024 with effect from April 01, 2024 for period of five years upto March 31, 2029.

Further, in the respective members meetings as stated above, the members of the Company by way of special resolutions have also approved for the remuneration of Rs. 3,50,000/- per month, commission on sales of 0.1% of annual consolidated turnover and sitting fees Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof to Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, Whole-time Directors of the Company.

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. Viren Manukant Zota, Whole-time Directors of the Company, the Board has the view that the present remunerations which are being paid to the directors as mentioned below is not sufficient one and the same has to be revised. Hence, the Board of Directors in its meeting held on September 04, 2025 on the recommendation of the Nomination and Remuneration Committee of the Board has decided to revise the remunerations 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. Viren Manukant Zota, (Whole-time Director)
Remuneration	Rs. 60,00,000/-	Rs. 60,00,000/-	Rs. 60,00,000/-	Rs. 60,00,000/-
Commission	0.20% of Annual Consolidated Turnover	0.20% of Annual Consolidated Turnover	0.20% of Annual Consolidated Turnover	0.20% of Annual Consolidated Turnover
Sitting Fees	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting

Along with the remuneration as stated above, the Managing Director/ Whole-time Directors, shall also be entitled to the following:

a. Perquisites:

- Club Membership: Any one membership of Rs. 10,00,000/- with annual Maintenance fee Rs. 1,00,000/- per annum; and
- Family Trip: Not exceeding Rs. 10,00,000/- per annum.

b. Allowances:

- Running & Maintenance of Car;
- Driver's Salary; and
- Personal Accident Insurance as covered under employer – employee contract.

The remuneration as proposed above shall be paid either monthly or quarterly basis to the respective directors.

Accordingly, Board do hereby sought Members approval for revision in remunerations payable to Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, Whole-time Directors of the Company as provided in the item no. 6, 7, 8 & 9 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 has improved and is expected to improve further in the coming years. However, in view of adverse conditions, it may 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. Viren Manukant 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. 6, 7, 8 & 9 are as follow:

4. 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 31-03-2025	For the year Ended 31-03-2024
Revenue from operations	25727.61	16658.50
Other Income	462.34	205.19
Profit/ (loss) before tax and Exceptional Items	1184.33	490.61
Exceptional Items	-	-
Profit/ (loss) before Taxation	1184.33	490.61
Income Tax	335.64	146.8
Deferred Tax	13.03	(5.82)
Profit after Taxation	861.72	337.99

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

As on March 31, 2025, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	Shareholding as % of total no. of shares
Foreign Portfolio Investors Category 1	0.87
Non-Resident Indians	0.24

5. 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. Viren Manukant 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 2024-25 is as below:

Name of the Directors	Designation	Amount (Rs. In Lakhs)
Mr. Moxesh Ketanbhai Zota	Managing Director	68.13
Mr. Kamlesh Rajanikant Zota	Whole-time Director	68.18
Mr. Himanshu Muktilal Zota	Whole-time Director	68.58
Mr. Viren Manukant Zota	Whole-time Director	68.23

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. Viren Manukant Zota, Whole-time Director

Mr. Viren Manukant Zota is an accomplished professional holding a Bachelor's in Business Administration (BBA) from B.R.C.M. College, Surat. Following his education, Mr. Viren immediately delved into the world of Franchisee Marketing, where he embarked on a hands-on journey across various regions of India. Through this immersive experience, he gained invaluable insights into the nuances of the last point of sale, laying the groundwork for his subsequent achievements. He has been at the forefront of realizing Zota's core objective—sourcing the highest quality products at the most competitive prices. His expertise in purchase has played a pivotal role in developing mechanisms to optimize inventory levels while ensuring cost vigilance.

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. Viren Manukant Zota, (Whole-time Director)
Remuneration	Rs. 60,00,000/-	Rs. 60,00,000/-	Rs. 60,00,000/-	Rs. 60,00,000/-
Commission	0.20% of Annual Consolidated Turnover	0.20% of Annual Consolidated Turnover	0.20% of Annual Consolidated Turnover	0.20% of Annual Consolidated Turnover

Sitting Fees	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting	Rs. 5000/- per meeting
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Along with the remuneration as stated above, the Managing Director/ Whole-time Directors, shall also be entitled to the following:

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

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, Non-Executive Chairman of the Company, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

6. 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	The Company had launched its most esteemed project DAVAINDIA back in the year 2017 with Franchise Owned Franchise Operated (FOFO) stores and further launched Company Owned Company Operated (COCO) in 2020, which are being operated under M/s Davaindia Health Mart Limited, the Wholly Owned Subsidiary of the Company. DAVAINDIA is retail generic pharmacy chain. As at March 31, 2025, the Company has opened 1580+ Davaindia stores across India with the blend of 852 COCO stores and 730 FOFO stores. As of now DAVAINDIA is India's largest private sector generic pharmacy chain. For aggressive escalation of the project and to take the advantage of first movers, the Company has incurred huge capital expenditure along with operational and working capital expenses in the said project. The Company is poised that with increasing 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. 6, 7, 8 & 9 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. 6.

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. 7.

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. 8.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except Mr. Viren Manukant 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. 9.

Item No. 10:

Mr. Laxmi Kant Sharma (DIN: 10266796) was appointed as an Executive Director of the Company with effect from August 26, 2023 for period of five years upto August 25, 2028 by way of a special resolution passed by the members at the 23rd Annual General Meeting of the Company held on September 29, 2023.

Further, in the said members meetings, the members of the Company have also approved for the remuneration of Rs. 70,000/- per month and sitting fees Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof payable to him.

Mr. Laxmi Kant Sharma has 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. Laxmi Kant Sharma, Executive Director of the Company, has the view that the present remuneration, which is being paid to him as aforementioned is not sufficient one and the same needs to be revised. Hence, the Board of Directors in its meeting held on September 04, 2025 on the recommendation of the Nomination and Remuneration Committee of the Board has decided to revise the remuneration payable to the Mr. Laxmi Kant Sharma as stated in the item no. 10 of this notice which shall be paid on monthly basis to him.

Accordingly, Board do hereby seek Members approval by way of Special Resolution for revision in remuneration payable to Mr. Laxmi Kant Sharma, Executive Director of the Company as provided in the item no. 10 of the Notice for his remaining term.

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 has improved and is expected to improve further in the coming years. However, in view of adverse conditions, it may 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. 10 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

(₹ in lakhs)

Particulars	Standalone	
	For the year Ended 31-03-2025	For the year Ended 31-03-2024
Revenue from operations	25727.61	16658.50
Other Income	462.34	205.19
Profit/ (loss) before tax and Exceptional Items	1184.33	490.61
Exceptional Items	-	-
Profit/ (loss) before Taxation	1184.33	490.61
Income Tax	335.64	146.8
Deferred Tax	13.03	(5.82)
Profit after Taxation	861.72	337.99

- 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

As on March 31, 2025, the Shareholding of Foreign Portfolio Investors and Non-Residents, in the Company is detailed as under:

Particulars	Shareholding as % of total no. of shares
Foreign Portfolio Investors Category 1	0.87
Non-Resident Indians	0.24

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" note no. 22 to this Notice.

- b) Past remuneration

During the last financial year, the Company has paid remuneration of Rs. 9.1 lakhs to Mr. Laxmi Kant Sharma for the position of Executive Director of the Company.

- 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: In the scale of ₹ 9,00,000/- to ₹ 18,00,000/- per annum w.e.f. October 01, 2025 to August 25, 2028, basis annual performance evaluation by the Board (including any committee formed thereunder from time to time) to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance; and
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 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

(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	The Company had launched its most esteemed project DAVAINDIA back in the year 2017 with Franchise Owned Franchise Operated (FOFO) stores and further launched Company Owned Company Operated (COCO) in 2020, which are being operated under M/s Davaindia Health Mart Limited, the Wholly Owned Subsidiary of the Company. DAVAINDIA is retail generic pharmacy chain. As at March 31, 2025, the Company has opened 1580+ Davaindia stores across India with the blend of 852 COCO stores and 730 FOFO stores. As of now DAVAINDIA is India's largest private sector generic pharmacy chain. For aggressive escalation of the project and to take the advantage of first movers, the Company has incurred huge capital expenditure along with operational and working capital expenses in the said project. The Company is poised that with increasing numbers of new stores and sales volume; the Company shall able to tapering the effect of expenses.
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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; 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.

The Board of Directors recommends the Special Resolution as set out in Item No. 10 in the Notice for approval of the Shareholders.

Item No. 11:

The members of the Company in 23rd Annual General Meeting held on September 29, 2023 have approved the series of related party transactions which contains various parties, in which members have also approved related

party transactions for appointing and paying salary to Mr. Niral Muktilal Zota, the Senior Marketing Manager of the Company.

Further, as the Board is proposing the remuneration payable to Mr. Ketankumar Chandulal Zota, as the Chairman and Non-Executive Director of the Company for the financial year 2025-26, and who is Promoter and also father of Mr. Moxesh Ketanbhai Zota, Managing Director of the Company; the same would fall under the related party transaction and as per the requirement of the Act and SEBI Listing Regulations stipulations, the approval of the Audit Committee and Board or Members of the Company shall be required, as per the quantum of amount to be payable to him.

In terms of revision in remunerations payable to Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, the Whole-time Directors of the Company with effect from October 01, 2025; the total monthly remuneration payable to the directors would exceed the threshold of Rs. 2.5 lakhs per month. As per provisions of section 188 of the 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 shall be required. Hence, in view of proposed revision of remunerations 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 remuneration to be payable to the Non-Executive Chairman, revision in remunerations of the related parties as stated above and the related party transaction which has already been approved in the 23rd Annual General Meeting might exceed the threshold of material related party transaction. Hence, it is required to obtain members approval.

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

(Amt. Rs. In Lakhs)					
(A1) Basic Details					
Name of the related party	Mr. Ketankumar Chandulal Zota (Chairman) (DIN: 00822594)	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. Viren Manukant Zota (Whole-time Director) (DIN: 08656333)
Country of incorporation of the related party	N.A.				
Nature of business of the related party	Professional/ consultancy services	N.A. (All directors are holding executive directorship in the company and they are in direct employer - employee relationship)			
(A2) Relationship and ownership of the related party					
Relationship between the listed entity and the related party – including nature of its concern (financial	Chairman and Non-executive Director of the Company	Managing Director of the Company	Whole-time Director of the Company	Whole-time Director of the Company	Whole-time Director of the Company

or otherwise) and the following:					
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	N.A.				
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A.				
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Mr. Ketankumar Chandulal Zota directly holds 30,51,363 equity shares along with indirect shareholding of 45,67,975 equity shares through HUF and relatives in the Company.	Mr. Moxesh Ketanbhai Zota directly holds 4,94,150 equity shares along with indirect shareholding of 39,58,600 equity shares through relatives in the Company.	Mr. Kamlesh Rajanikant Zota directly holds 19,91,103 equity shares along with indirect shareholding of 14,34,573 equity shares through relatives in the Company.	Mr. Himanshu Muktilal Zota directly holds 31,35,580 equity shares along with indirect shareholding of 11,35,742 equity shares through HUF and relatives in the Company.	Mr. Viren Manukant Zota directly holds 5,09,040 equity shares along with indirect shareholding of 33,95,348 equity shares through HUF and relatives in the Company.
(A3) Details of previous transactions with the related party					
Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	0.80	68.13	68.18	68.58	68.23
Total amount of all the transactions	0.25	18.4	18.4	18.6	18.4

undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought					
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A.				
(A4) Amount of the proposed transaction(s)					
Amount of the proposed transactions being placed for approval in the meeting of the shareholders	87.89	118.60	118.60	118.60	118.60
	Notes: 1. The amount of commission on sales have been determined based on the last financial year’s consolidated annual turnover. 2. The amount of proposed transactions have been determined for the upcoming financial year i.e. for the financial year 2025-26 only, as it won’t be possible for the company to depict the consolidated turnover for the following financial years. 3. Further, the amount of sitting fees to be paid to the respective directors has not been considered while calculating the overall proposed amount of transactions.				
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No				
Value of the proposed transactions as a percentage of the listed	0.30%	0.40%	0.40%	0.40%	0.40%

entity's annual consolidated turnover for the immediately preceding financial year					
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.				
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	N.A.				
Financial performance of the related party for the immediately preceding financial year:	N.A.				
(A5) Basic details of the proposed transaction					
Specific type of the proposed	Holding of office or place of profit in the company.				

transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)					
Details of each type of the proposed transaction	Remuneration proposed to be paid to Mr. Ketankumar Chandulal Zota	Revision of Remuneration payable to the respective directors.			
Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year (Financial Year 2025-26)	upto October 06, 2026	upto March 31, 2030.	upto March 31, 2030.	upto March 31, 2029.
Whether omnibus approval is being sought?	N.A.				
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Profit related Commission of 0.30% of annual consolidated turnover for the Financial Year 2025-26.	Remuneration of Rs. 60 lakhs per annum and commission of 0.20% of the annual consolidate turnover from October 01, 2025 till October 06, 2026	Remuneration of Rs. 60 lakhs per annum and commission of 0.20% of the annual consolidate turnover from October 01, 2025 till March 31, 2030.	Remuneration of Rs. 60 lakhs per annum and commission of 0.20% of the annual consolidate turnover from October 01, 2025 till March 31, 2029.	
	Note: In addition to the fixed remuneration, directors shall get sitting fees of Rs. 5000/- for attending meeting of the Board or Committees.				
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Chairman, Managing Director and Whole-time Director(s) have provided dedicated services and significant contribution to the overall growth of the Company. Thus, the Board taking into consideration industry standards and to commensurate with the services rendered by them, has a view to fix remuneration payable to Chairman and revise remuneration payable to other directors respectively.				
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:					
(a) Name of the director / KMP	Mr. Ketankumar Chandulal Zota (Chairman) and Mr. Moxesh Ketanbhai Zota	Mr. Moxesh Ketanbhai Zota (Managing Director) and Mr. Ketankumar	Mr. Kamlesh Rajanikant Zota (Whole-time Director)	Mr. Himanshu Muktilal Zota (Whole-time Director)	Mr. Viren Manukant Zota (Whole-time Director)

	(Managing Director)	Chandulal Zota (Chairman)			
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Ketankumar Chandulal Zota directly holds 30,51,363 equity shares along with indirect shareholding of 9,81,756 equity shares through Zota Ketankumar Chandulal (HUF) in the Company. Mr. Moxesh Ketanbhai Zota holds 4,94,150 equity shares in the Company.	Mr. Moxesh Ketanbhai Zota holds 4,94,150 equity shares in the Company. Mr. Ketankumar Chandulal Zota directly holds 30,51,363 equity shares along with indirect shareholding through Zota Ketankumar Chandulal of 9,81,756 equity shares in the Company.	Mr. Kamlesh Rajanikant Zota holds 19,91,103 equity shares in the Company.	Mr. Himanshu Muktilal Zota directly holds 31,35,580 equity shares along with indirect shareholding of 8,000 equity shares through Himanshu Muktilal Zota (HUF) in the Company.	Mr. Viren Manukant Zota directly holds 5,09,040 equity shares along with indirect shareholding of 9,800 equity shares through Viren Manukant Zota (HUF) in the Company.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.				
Other information relevant for decision making	N.A.				

The related party transactions with Mr. Ketankumar Chandulal Zota, Non-Executive Chairman of the Company, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Viren Manukant Zota, the Whole-Time Directors of the Company, have already been approved by first the Audit Committee of the Company in its meeting held on September 04, 2025 and the same have been further approved by the Board of Directors in its meeting held on September 04, 2025.

Except as provided above, the remaining related party transaction as approved in the 23rd Annual General Meeting with Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company for payment of salary will be continued as originally approved in the respective meetings.

The Board Directors recommend the matter and the resolution set out under Item no. 11 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 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. 11.

Item No. 12:

The Audit Committee of the Company in its meeting held on May 29, 2025 has granted omnibus approval for purchasing goods from EHBCPL, subsidiary of the Company for an amount not exceeding Rs. 15,00,00,000/- for the financial year 2025-26. Further, the Audit Committee in its meeting held on August 08, 2025 has also approved RPT with related to providing unsecured loan to EHBCPL, subsidiary of the Company, for an amount not exceeding Rs. 14,00,00,000/- for the period of 7 years at the rate of 7.3% per annum.

Further, considering the business operations of EHBCPL and working capital requirements, the said subsidiary has requested for further funds in the form of unsecured loan for an amount of Rs. 40,00,00,000/- for the period of 10 years at the rate of 7.3% per annum; including the existing loan already been taken from the Company. In view of the said request, the Audit Committee of the Company in its meeting held on September 04, 2025 subject to the members approval has recommended the extension of the existing loan facility.

Further, after considering the company's overall procurement from EHBCPL, the company shall also be required to enhance the current limit of the omnibus approval already been granted by the Audit Committee; in the view of the same, the Audit Committee of the Company in its meeting held on September 04, 2025 subject to the members approval has recommended the extension of the existing omnibus approval from Rs. 15,00,00,000/- to Rs. 25,00,00,000/- for the financial year 2025-26.

Considering the abovementioned omnibus approval of Rs. 25,00,00,000/- for purchase of goods from EHBCPL and an unsecured loan of Rs. 40,00,00,000/- as recommended by the Audit Committee of the Company; both the transactions as per Regulation 18 & 23 of SEBI Listing Regulations, would exceed the threshold of Material Related Party transactions i.e. 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the members shall be required to suppress the earlier omnibus approval given by the Audit Committee for purchasing goods from EHBCPL for an amount of Rs. 15,00,00,000/- and to provide unsecured loan to EHBCPL for an amount of Rs. 14,00,00,000/-.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such transactions proposed to be undertaken by the Company. The below mentioned transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

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

Amount (Rs. In Lakhs)	
Particulars	Details
(A1) Basic Details	
Name of the related party	M/s Everyday Herbal Beauty Care Private Limited ("EHBCPL")
Country of incorporation of the related party	India
Nature of business of the related party	EHBCPL, subsidiary of the company, is engaged in manufacturing, wholesale and retail trading and marketing of cosmetic, ayurvedic and OTC products under the brand name "Khadi India". The company caters to domestic market.
(A2) Relationship and ownership of the related party	
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	EHBCPL is a subsidiary of the Company.
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Company holds 56% stake in EHBCPL.

Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	N.A.		
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A.		
(A3) Details of previous transactions with the related party			
Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	Sr No.	Nature of transactions	Amount
	1	Corporate guarantee to EHBCPL	656
	2	Purchase of Goods from EHBCPL	778.35
Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Sr No.	Nature of transactions	Amount
	1	Unsecured loan to EHBCPL	229
	2	Purchase of Goods from EHBCPL	104.28
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A.		
(A4) Amount of the proposed transaction(s)			
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	6500		
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	22.19%		
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.		
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	568.07%		
Financial performance of the related party for the immediately preceding financial year:	Particulars	FY2024-25	
	Turnover	1144.22	
	Profit After Tax	(73.74)	
	Net worth	567.65	
(A5) Basic details of the proposed transaction			
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of goods from EHBCPL and Providing loan to EHBCPL		

Details of each type of the proposed transaction	i. EHBCPL is engaged in the business of manufacturing and marketing of “KHADI” products and Zota Health Care Limited (“ZHCL”), the parent company, procures all “KHADI” range of products from the EHBCPL. The flow of the transactions as aforementioned shall be repetitive in nature and hence, the Audit Committee has granted omnibus approval on May 29, 2025 with validity upto March 31, 2026. The said transaction of Sale, Purchase or Supply of Goods/ Products/ Materials can be entered not exceeding Rs. 15 crores, which has further been recommended by Audit Committee to extend to Rs. 25 crores; at the same whole sale price at which EHBCPL is selling goods/ products to other distributors/ franchisees. ii. The Company has entered into agreement with EHBCPL for availing an unsecured loan of Rs. 14 crores for the tenure of 7 years at the interest rate of 7.3% per annum. Considering the current business operations and working capital requirements of EHBCPL, the funds available with EHBCPL will be insufficient. For the said fund requirements, EHBCPL have along with the existing facility approached ZHCL for the unsecured loan of Rs. 40 crores for the period of 10 years at the interest rate of 7.3% per annum.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	i. Purchase of goods from EHBCPL will be for the period of one year i.e. Financial Year 2025-26; and ii. Unsecured loan to EHBCPL will be for the period of 10 years.
Whether omnibus approval is being sought?	Omnibus approval is only being sought for the transactions pertaining to Purchase of goods from EHBCPL.
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	i. Purchase of goods from EHBCPL does not exceed Rs. 25 crores for the period of one year i.e. Financial Year 2025-26; and ii. Unsecured loan to EHBCPL is of Rs. 40 crores for the period of 10 years and the disbursement solely depends on the requirement of EHBCPL, as and when required.
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	i. The purchase of goods from EHBCPL will be done at the same whole sale price at which EHBCPL is selling goods/ products to other distributors/ franchisees, thus, it will be done at arm’s length basis. ii. The unsecured loan to EHBCPL will be honoured from the internal accruals of the Company and the Company would charge the rate of interest as per the nearest term

	of government bond yield prevailing in the market. EHBCPL will utilize the loan amount to excel the business operations and working capital requirements, by which the overall consolidated revenue of the Company will be surged.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	
(a) Name of the director / KMP	Mr. Moxesh Ketanbhai Zota, Managing Director of the Company and Mr. Kamlesh Rajanikant Zota and Mr. Himanshu Muktilal Zota, Whole-time Directors of the Company
(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Except directorship, the interest directors as abovementioned does not holds any shareholding in EHBCPL.
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
Other information relevant for decision making	N.A.
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A.
Basis of determination of price.	Purchase form EHBCPL will be done at the same whole sale price at which EHBCPL is selling goods/ products to other distributors/ franchisees, thus, it will be done at arm’s length basis.
In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of trade advance will totally depend on the quantum of order value. Generally, for all purchase orders, the Company is paying in advance and the order shall be honoured within a period of 90 days. For these kinds of repetitive transactions, the Company has taken the omnibus approval from the Audit Committee of the Company.
(a) Amount of Trade advance	
(b) Tenure	
(c) Whether same is self-liquidating?	
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	Internal accruals.
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	N.A.
(a) Nature of indebtedness	
(b) Total cost of borrowing	
(c) Tenure	
(d) Other details	
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	7.3% per annum
Maturity / due date	10 years
Repayment schedule & terms	The loan can be repaid by EHBCPL at any point of time within the period of 10 years.
Whether secured or unsecured?	Unsecured
If secured, the nature of security & security coverage ratio	N.A.

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized to excel the business operations and working capital requirements of EHBCPL.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
Latest credit rating of the related party	N.A.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	N.A.
In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

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

The Board Directors recommend the matter and the resolution set out under Item no. 12 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 to the extent of their shareholding, along with Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole-time Directors of the Company and Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 12.

Item No. 13:

At present the Authorised Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of Rs. 10.00/- (Rupees Ten Only) each out of which paid up share capital of the Company is Rs. 30,33,26,550 /- (Rupees Thirty Crores Thirty Three Lakhs Twenty Six Thousand Five Hundred Fifty Only) divided into 3,03,32,655 (Three Crores Three Lakh Thirty Two Thousand Six Hundred and Fifty Five) equity shares of Rs. 10.00/- (Rupees Ten Only) each.

The Board of Directors of the Company in its meeting held on September 04, 2025 have recommended to increase the Authorised share capital, in view of the proposed conversion of outstanding Warrants into equity shares and further the Company is also planning to raise the funds through Qualified Institutional Placement which will result in insufficient authorised capital. Accordingly, in view of the proposed issuance of Qualified Institutional Placement, the present Authorised Share Capital of the Company shall be required to be increased and board has proposed to increase the same from the present Rs. 35,00,00,000 to Rs. 40,00,00,000 by creation of additional 50,00,000 (Fifty Lakhs) equity shares of Rs. 10.00/- each.

Further, in view of increasing the Authorised Share Capital, it is also required to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) to Rs. 40,00,00,000 (Rupees Forty Crores Only).

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under item no. 13 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

Item No. 14:

The Company intends to implement various growth plans and to strengthen its balance sheet. In view of the same, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term or such other Committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) in its meeting held on September 04, 2025 has subject to the members approval proposed to raise the funds for an amount up to Rs. 500 Crores in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as 'Securities') through one or more of the permissible modes including but not limited to private placement, qualified institutions placement. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

Object of the QIP:

The Company and its Board intend to deploy the net proceeds in the Company after deducting fees, commissions and expenses related to the Issue, for the objects as set out below:

- a) Making investments in subsidiaries, joint ventures or associates by way of equity, preference capital, or debt, or to fund the growth of existing businesses including expanding store presence by entering into new territories, product portfolio, and making strategic acquisitions, (if any); and/or
- b) Pre-payment and / or repayment in full or in part of debts of the Company and /or its subsidiaries; and/or
- c) Working capital requirements; and
- d) General corporate purposes, if any, shall not exceed 25% of the funds to be raised under QIP.

Basis or justification of pricing:

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines.

The Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e., not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the 'Relevant Date') (as defined below).

The 'Relevant Date', in case of allotment of Equity Shares will be the date when the Board decides to open the QIP for subscription.

Interest of Promoter, Directors and Key Managerial Personnel:

If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.

Schedule of the Offering:

The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

Other material terms:

In case the Issue is made through a qualified institutions placement:

- (i) the allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations ('QIBs');
- (ii) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- (iii) An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- (iv) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (v) the Securities (excluding warrants) shall be allotted on fully paid up basis;
- (vi) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- (vii) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.
- (viii) The Equity Shares issued, if any, shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche/s, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals (whether or not such investors are members of the Company) or otherwise as the Board in its absolute discretion deem fit.

The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authorities, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Pursuant to Section 62 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors, who may or may not be the existing members of the Company.

The Board of Directors recommends the resolution set out at Item No. 14 of the Notice for approval of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are Directors or Members.