



Registered Office :
504, Iscon Elegance, Near Ananddham Jain Derasar,
Prahlanagar Cross Road, S. G. Road,
Ahmedabad-380 015.
Tele : (079) - 66168889/ 66168890, 40095550
Fax : (91) 079 - 66168891
CIN No. : L24231GJ1994PLC023574
Website : www.zenithhealthcare.com
email : mahendrazenith@hotmail.com

ZHL/BSE/REG-30/BM-OC/0573

DATE: 04th August, 2026

To
Manager,
Listing Compliance Division,
B S E Limited
25th Floor, P. J. Towers, Dalal Street,
Fort, Mumbai: 400 001.

Sirs,

Sub: Submission of Outocme of the Board Meeting held on Tuesday the 04th August, 2026.

Ref: Our Scrip Code: (ZENITHHE | 530665 | INE812B01026)

With reference to the captioned subject matter and pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 read with Schedule III of the said regulations. This is to inform you that the Board of Directors of the Company in its meeting held today i.e., Tuesday, 04th August, 2026 at the Registered Office of the Company which commenced at 12.05 p.m. and concluded at 1:00 p.m., inter-alia, have considered and approved the following matters among other businesses:

1. Approved and took on record the Notice of AGM & Director Report.
2. AGM of the Company will be held on 28th August, 2026 at 10:30 A.M. through VC/ OAVM.
3. The Company has fixed, August 21, 2026 as "Record Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.
4. The Register of Members & Share Transfer Books of the Company will remain closed from Saturday, August 22, 2026 to Friday, August 28, 2026 (both days inclusive).
5. Considered Appointment of M/s. Kamlesh M Shah & CO., PCS as Scrutinizers for e-voting process to be conducted at the ensuing AGM of the company to be held through OAVM.

The Nomination of Remuneration Committee of the Board has recommended the Re-appointment of Mr. Mahendra C Raycha, as the Chairman and Managing Director of the Company for a further period of 3 years w.e.f. 1st July 2026 at a remuneration of Rs. 2,00,000 per month which will be payable Monthly/ Quarterly/ Half yearly/ Yearly as per financial convenience of the company and other perquisites as per details given in the Annexure-1.

Unit 1	: 388/34, Changodar Industrial Estate, Sakrhej-Bavla Highway, Changodar, Ahmedabad - 382213 (Gujarat) Mo. 99795 03977
Unit 2	: Survey No. 1078, Bhat Chancharwadi Road, Bhat, Ahmedabad - 382210 (Gujarat) • Mo. 9979503977
Godown	: 56/B, Changodar Industrial Estate, Vibhag-1, Godown No.1, Sarkhej-Bavla Highway, Changodar, Ahmedabad - 382213 (Gujarat)

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Mr. Mahendrabhai C Raycha is reappointed due to expiry of his current term because of the reason he has attained the Age of 70 Years on 05.10.2023 and as per provisions of Section 196 of the Companies Act 2013 as amended, the company can not continue the appointment of a person as Managing Director/ Whole Time Director without approval of the shareholders.

This appointment of Mr. Mahendrabhai C Raycha is subject to final approval by the shareholders by way of special resolution as per provisions of Section 196 of the Companies Act 2013 read with SEBI (LODR) 2015 provisions.

The Company will seek approval of shareholders for passing a special resolution in this matter within a period of 90 days as per requirements of SEBI (LODR) 2013. For the purpose a suitable resolution will be passed at the ensuing Annual General Meeting.

We request you to kindly update the shareholders/ investors/ general public by display of this letter of intimation suitably on the website of the exchange and its timely dissemination. A Copy of this letter is also being uploaded on the website of the company.

Thanking you we remain,

Yours faithfully,

For Zenith Healthcare Limited,

(Akshit M. Raycha)
Joint Managing Director
DIN: 03039859

ANNEXURE-1

Brief Profile of the Person proposed to be Re-appointed as Chairman and Managing Director, Brief details of Remuneration payable and other terms and conditions of his appointment/ reappointment.

Sr.No.	Particulars required	Disclosure of Proposed Director/ MD/ WTD.
(1)	Name of Proposed Director/ MD/WTD and his DIN Number:	Mr. Mahendra Chatrabhuj Raycha DIN: 00577647
(2)	Date of Birth	05.10.1953
(3)	Age:	73 Years.
(4)	Educational Qualification	Chartered Accountant.
(5)	Experience:	As Chartered Accountant As an Industrialist As Managing Director As Businessman.
(6)	Actual Date of Expiry of Term	Till the conclusion of next AGM.
(7)	Reason for Early Reappointment	Attained the Age of 70 Years. As per Provisions of Section 196, a Company is required to immediately appoint/ reappoint such person for further term by passing special resolution in shareholder meeting.
(8)	Next Term of Office:	From 01/07/2026 to 30/06/2029 (3 years)
(9)	Other Directorship/ MD/ Chairmanship held	1. Zenith Lifecare Private Limited 2. Zenith Medicine Private Limited 3. Ray Remedies Private Limited 4. Achyut Healthcare Limited
(10)	Chairmanship/ Membership of any committee of the Board on Listed Entities.	-
(11)	Engaged with Any Professional Institution/ body	Member of The Institute of Chartered Accountants of India with Membership Number: 037038
(13)	Whether appointment is approved by Nomination And Remuneration Committee and the Board of Directors and Shareholders in General Meeting.	Yes approved by Nomination and Remuneration Committee on 30 th June 2026. Yes by the Board of Directors in their Meeting held on 03 rd August 2026. Special Resolution is yet to be passed by shareholders in the ensuing AGM.

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email : mahendrazenith@hotmail.com

(14)	Brief Details of Remuneration payable if any:	Monthly Remuneration upto Rs. 2,00,000 Payable monthly/ bi-monthly/ quarterly/ half yearly/ yearly as per financial convenience of the Company. Other Perquisites: As per Agreement.
(15)	Any Increase/ Decrease in remuneration payable if any:	Upto Rs. 12,00,000/- per Annum.
(16)	Reason and justification for recommending for reappointment at the age of 70 years.	(1) Mr. Mahendra C Raycha is a promoter and Director of the Company. (2) He holds 6604000 of equity shares in his personal names constituting 12.29 % voting power. (3) He is fit and fine to perform his duties as Managing Director both physically and mentally. (4) He has more than 23 years of Experience as Managing Director of the Company without any break. (5) During his tenure as MD with company the company has progressed well, achieved higher turnover and profits every year after year and mainly that the company is working with its own generated funds and as such is a Zero Debt Company. (6) His rich experience in dealing with many clients and suppliers including dealing with employees etc will play a vital role and ensure smooth functioning for the company in the days to come and the company is sure for further growth.

Yours faithfully,
For Zenith Healthcare Limited,

(Akshit M. Raycha)
Joint Managing Director
DIN: 03039859

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NOTICE

NOTICE is hereby given to the Members of Zenith Healthcare Limited that 32nd Annual General Meeting of the Members of the Company will be held on Friday, the 28th August, 2026 at 10.30 A.M. through video conferencing or other audio visual mode to transact the following business.

ORDINARY BUSINESS:

- (1) To receive, consider, approve and adopt the Financial Statement of Accounts including Audited Balance Sheet as at 31/3/2026 and the statement of Profit & Loss together with Cash Flow statement for the year ended on that alongwith the Report of the Board of Directors and Auditors thereon.

“RESOLVED THAT the Audited Balance Sheet as at March 31, 2026, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto (“Financial Statements”) for the financial year ended on March 31, 2026 and the and Report of the Board of Directors and Auditors thereon, as circulated to all the members of the Company and submitted to this meeting, be and are hereby considered, approved and adopted.”

- (2) To appoint a Director in place of Mrs. Neela M. Raycha (DIN: 01258479), who retires by rotation and being eligible offers herself for re-appointment for brief details see **Annexure-A**

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

“RESOLVED THAT pursuant to section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Neela M. Raycha (DIN: 01258479), Director of the Company, who retires by rotation and being eligible offers herself for re-appointment, be and is hereby reappointed as the Director of the Company.”

SPECIAL BUSINESS:

- (3) **To approve the re-appointment of Mr. Mahendra C. Raycha (DIN: 00577647) as a Managing Director of the Company**

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

RESOLVED that pursuant to provisions of Sections 196,197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with Schedule V to the Act and the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other consents and approvals, sanctions and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Mahendra C. Raycha (DIN: 00577647) as a Managing Director before the expiry of his current term because of the reason he has attended the Age of 70 Years on 05.10.2023 and so as per provisions of Section 196 of the Companies Act 2013 as amended, the company cannot continue the appointment of a person as Managing Director/ Whole Time Director without approval of the shareholders of the Company. So hereby re-appointed for further period of 3 years with effect from July 01, 2026 with remuneration and other terms and conditions as mentioned below:

- a) Basic Salary of Rs.2,00,000/- per month and annual increments as may be decided by the Board of Directors.
- b) Commission as may be decided by the Board of Directors as at the end of the financial year in accordance with the provisions of the Act.
- c) Variable pay as per policy of the Company.
- d) Perquisites
 - i. Housing: the Company will provide residential accommodation with water, electricity, or pay House Rent Allowance as per its policy.
 - ii. Furnishing: the Company will provide furniture and fixtures as per its policy.
 - iii. Medical reimbursement: the Company will reimburse medical expenses incurred as per its policy.
 - iv. Leave travel assistance: the Company will provide leave travel assistance for self and family

- once in a year as per its policy.
- v. Personal accident insurance | Medical insurance: the Company will provide personal accident insurance and medical insurance as per its policy.
- vi Car: the Company will provide a car at its entire cost as per its policy.
- vii. Car driver wages | Fuel | Maintenance: the Company will reimburse for car driver wages, fuel and maintenance as per its policy.
- viii. Communication devices: the Company will provide a landline telephone at his residence and mobile telephone as per its policy.

e) Retirals

- i. The Company will contribute towards Provident Fund and Superannuation Fund as per its policy.
- ii. The Company will pay Gratuity as per its policy. The period worked under this contract will be in continuum of the service already considered under the policy.
- ii. The Company will allow encashment of leaves | grant leaves as per its policy.

RESOLVED FURTHER that Mr. Mahendra C. Raycha shall be eligible for annual increment on salary not exceeding 100% of the then prevailing salary and performance incentive/ bonus, if recommended/ approved by the Nomination & Remuneration Committee/ Board of Directors.

RESOLVED FURTHER that the Board of Directors and the Nomination & Remuneration Committee of the Company and the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things necessary to carry on the terms of this resolution.

- (4) **Regularization of Mr. Akshit M. Raycha (DIN: 03039859) who was re-appointed in the capacity of Joint Managing Director/Whole Time Director of the Company and, in this regard, pass the following resolution as Ordinary Resolution: Annexure-A-2.**

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

“RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions if any, read with Schedule V of the Companies Act and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for appointment and fixing the remuneration of Mr. Akshit M. Raycha (DIN: 03039859) Joint Managing Director/Whole Time Director upto ₹ 24,00,000/- per annum (Rupees Twenty Four Lakhs) for a period of 3 (Three) years with effect from May 29, 2026 to May 28, 2029.

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms/returns with the Ministry of Corporate Affairs, Stock Exchanges, or such other statutory authorities and to comply with compliance requirements in this regard”.

- (5) **Approval of the Material Related Party Transactions with Achyut Healthcare Limited:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution (**Annexure-A-3**)”.

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the recommendation / approval of the Audit Committee & Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), to enter into the contract(s)/arrangement(s)/transaction(s) with Achyut Healthcare Limited upto Rs.100 Crores, being a “related party” within the meaning of Section 2(76) of the Companies Act 2013 for Sale of API, Raw Materials and Packing Materials, terms and conditions as the Board of Directors may deem fit, provided that the said transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company as detailed in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided,

that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts deeds matters and things and to execute or authorize any person to execute all such documents instruments and writings as may be considered necessary relevant usual customary and/or expedient to give effect to this resolution.

Dated: August 04, 2026

Registered Office :

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Website : www.zenithhealthcare.com

**On behalf of
For, Zenith Healthcare Ltd**

SD/-
Mihir Satishkumar Shah,
Company Secretary

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

In accordance with the relevant MCA and SEBI Listing Regulations read with the provisions of Companies Act, 2013 (the Act), the 32nd Annual General Meeting (32nd AGM) of the members of the Company is being held through VC / OAVM without the physical presence of the members at the deemed venue.

National Securities Depository Limited (NSDL) will be providing facilities in respect of:

- (a) voting through remote e-voting;
- (b) participation in the AGM through VC/ OAVM facility;
- (c) e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained at here below and is also available on the website of the Company at www.zenithhealthcare.com.

2. Since this AGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
3. 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.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.zenithhealthcare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, August 22, 2026 to Friday, August 28, 2026** (both days inclusive).
6. A person can act as proxy on behalf of members not exceeding fifty members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under item Nos. 2, 3, 4, & 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2, 3, 4, & 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
8. 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 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 EGM/AGM will be provided by NSDL.

9. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
11. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
13. The equity shares of the Company are traded in dematerialised form, since it eliminates all risks associated with physical share certificates and to ease the portfolio management. In terms of the SEBI Listing Regulations, transmission and transposition of shares of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has, vide its master circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025 on 'Master Circular for Registrar to an Issue and Share Transfer Agents' (RTAs), mandated Company / RTA to issue the securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, subdivision / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition. Accordingly, members are encouraged to dematerialize their equity shareholding as it will enable the Company to serve better and therefore, the members are requested to make the service requests by submitting a duly filled and signed requisite form, the ISR forms which are available on the Company's and RTA's website at <https://www.zenithhealthcare.com> and <https://www.bigshareonline.com> respectively.
14. SEBI has, vide its master circular no. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025, mandated the physical shareholders to furnish / update PAN, email address, postal address, mobile number, bank account details and signature with RTA / Company and ensure that PAN is linked to Aadhaar by 1st April, 2024. **Members still holding shares in physical form are requested to update their details by submitting a duly filled in and signed requisite form.**

Further, with effect from 1st April, 2024, any service request or complaint received from the member holding shares in physical form, will not be processed by RTA till the aforesaid details / documents are provided to RTA. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, has waived off the provision of freezing non KYC folios w.e.f 31st December, 2023 and transferring of such frozen shares after 31st December, 2025 to Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002.
15. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent (RTA) of the Company. Please find below the contact details of RTA: Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Email ID: lawoo@bigshareonline.com, Contact No. 022- 62638236.
16. In accordance with the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the members may avail the facility for making nomination in respect of the shares held by them. **In case any member has not yet registered the details of his/her nominee, the same may be done by submitting the details in requisite form to their Depository Participants (DPs), in case the shares are held in electronic form and to RTA of the Company, in case the shares are held in physical form.**
17. The Company has appointed Bigshare Services Private Limited, Mumbai as its Registrar and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfer, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to Registrar directly quoting folio no., full name and name of Company as Zenith Healthcare Limited.

18. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
19. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022 read with circular dated January 15, 2021 and May 12, 2020, the Annual Report of the Company for the Financial Year 2025-26, including the Notice convening the 32nd Annual General Meeting, has been emailed to the members whose email addresses are available with the depositories for communication purposes. As per Section 136 of the Companies Act, 2013, and Rule 11 of the Companies (Accounts) Rules, 2014. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.
20. The Annual Report of the Company will be available on the Company's website www.zenithhealthcare.com and on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at mahendrazenith@hotmail.com.
21. M/S. Kamlesh M. Shah & Co., Practicing Company Secretaries, (ACS: 8356, COP: 2072), has been appointed as the Scrutinizer to scrutinize the remote e-voting and ballot voting at ensuing AGM process in a fair and transparent manner.
22. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. www.zenithhealthcare.com under investors section and on the website of NSDL i.e. <https://evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges and will be made available on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
23. Those Members who are holding shares in physical form and have not updated their e-mail ids PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details and Signature, with the Company, are requested to update the same by submitting a duly filled and signed Form along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport) in support of the address of the Member, to the Company / RTA at mahendrazenith@hotmail.com or aliya@bigshareonline.com.
24. Pursuant to SEBI Circular HO/38/13/11(2)2026MIRSD-POD/I/3750/2026 dated 30th January, 2026, all shareholders are hereby informed that a special window is open for a period of one year, from 5th February, 2026 to 4th February, 2027 to facilitate re-lodgement of transfer requests of physical shares. This facility is available for transfer and dematerialisation of physical securities which were sold / purchased prior to 1st April, 2019. The said facility is also available for such transfer deeds lodged prior to 1st April, 2019 and were rejected / returned / not attended to due to deficiency in the documents/ process / or otherwise. The securities so transferred (including those requests that are pending with the Company / RTA, as on date) shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred / lien-marked / pledged during the said lock-in period. Investors who have missed the earlier deadline of 31st March, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar to an issue and Share Transfer Agent i.e. Bigshare Services Private Limited by furnishing the necessary documents at the address mentioned in Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093. Members are encouraged to dematerialize their physical equity shares as it will enable the Company to serve them better.

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

The remote e-voting period begins on Tuesday, 25th August, 2026 at 9:00 A.M. and ends on Thursday, 27th August, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st August, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st August, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned

	below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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 kshahcs@yahoo.co.in in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 mahendrazenith@hotmail.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

Explanatory Statement

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item Nos. 2 & 3 of the accompanying Notice:

Item no. 2

The Board of Directors are of the opinion that for smooth and efficient running of the business, the services of Mrs. Neela M. Raycha (DIN: 01258479), should be continued with Company and being eligible offers herself for re-appointment.

Annexure –A

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 32nd ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Agenda Item No.	2
NAME OF DIRECTOR	Mrs. Neela M. Raycha (DIN: 01258479)
Date of Appointment	13.03.2001
Date of Birth	28.11.1962
Qualification and experience in specific functional area	She is a Science Graduate and having expertise in Quality Control and Products Development. Qualification: B. Sc., L.L.B.
Directorship held in other companies*	Ray Remedies Private Limited
Membership / Chairmanships of Committee in other Public Companies	NIL
Relationships between directors <i>inter se</i>	Spouse of CMD & Mother of JMD/WTD
Shareholding of non-executive director	1261712

Item no. 3

ANNEXURE TO THE NOTICE

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to various Business including Special Business of the accompanying Notice of the Annual General Meeting to be held on 25th August, 2026.

Item No. 3 : To approve the re-appointment of Mr. Mahendra C. Raycha (DIN 00577647) as Managing Director of the Company

Mr. Mahendra C. Raycha has over more than 3 decade of rich business experience in leading and managing business across the India and globe to enhance performance. At the same time approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Mahendra C. Raycha (DIN: 00577647) as a Managing Director before the expiry of his current term because of the reason he is going to attend the Age of 70 Years on 05.10.1953 and so as per provisions of Section 196 of the Companies Act 2013 as amended, the company cannot continue the appointment of a person as Managing Director/ Whole Time Director without approval of the shareholders of the Company. So hereby re-appointed for further period of 3 years with effect from July 01, 2026 with remuneration and other terms and conditions as mentioned in above.

The details of Mr. Mahendra C. Raycha as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in **Annexure – A-1** to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mrs. Neela M. Raycha, Mr. Akshit M. Raycha and Mr. Atul Thakkar has any concern or interest, financial or otherwise, in the resolution at Item No. 3 of this Notice. **Annexure –A-1**

Annexure –A-1

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 32nd ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sr. No.	Particulars required	Disclosure of Proposed Director/ MD/ WTD.
(1)	Name of Proposed Director/ MD/WTD and his DIN Number:	Mr. Mahendra Chatrabhuj Raycha DIN: 00577647
(2)	Date of Birth	05.10.1953
(3)	Age:	70 Years.
(4)	Educational Qualification	Chartered Accountant.
(5)	Experience:	As Chartered Accountant As an Industrialist As Managing Director As Businessman.
(6)	Actual Date of Expiry of Term	Till the conclusion of next AGM.
(7)	Reason for Early Reappointment	Attained the Age of 70 Years. As per Provisions of Section 196, a Company is required to immediately appoint/ reappoint such person for further term by passing special resolution in shareholder meeting.
(8)	Next Term of Office:	From 01/07/2026 to 30/06/2029 (3 years)
(9)	Other Directorship/ MD/ Chairmanship held	1. Zenith Lifecare Private Limited 2. Zenith Medicine Private Limited 3. Ray Remedies Private Limited 4. Achyut Healthcare Limited
(10)	Chairmanship/ Membership of any committee of the Board on Listed Entities.	-
(11)	Engaged with Any Professional Institution/ body	Member of The Institute of Chartered Accountants of India with Membership Number: 037038
(13)	Whether appointment is approved by Nomination And Remuneration Committee and the Board of Directors and Shareholders in General Meeting.	Yes approved by Nomination and Remuneration Committee on 30 th June 2026. Yes by the Board of Directors in their Meeting held on 04 th August, 2026. NO. Special Resolution is yet to be passed by shareholders in the ensuing AGM.
(14)	Brief Details of Remuneration payable if any:	Monthly Remuneration upto Rs. 2,00,000 Payable monthly/ bi-monthly/ quarterly/ half yearly/ yearly as per financial convenience of the Company. Other Perquisites: As per Agreement
(15)	Any Increase/ Decrease in remuneration payable if any:	-.
(16)	Reason and justification for recommending for reappointment at the age of 70 years.	Mr. Mahendra C Raycha is a promoter and Director of the Company. He holds 6604000 of equity shares in his personal names constituting 12.29 % voting power. He is fit and fine to perform his duties as Managing Director both physically and mentally. He has more than 20 years of Experience as Managing Director of the Company without any break. During his tenure as MD with company the company has progressed well, achieved higher turnover and profits every year after year and mainly that the company is working with its own generated funds and as such is a Zero Debt Company. His rich experience in dealing with many clients and

		suppliers including dealing with employees etc will play a vital role and ensure smooth functioning for the company in the days to come and the company is sure for further growth.
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Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the fixation of remuneration of Mr. Mahendra C. Raycha (DIN 00577647) as decided by the Board is required to be approved by the Members at their meeting.

The Directors of your Company recommends this resolution for your approval as a Special Resolution.

Except, Mr. Akshit M. Raycha (DIN 03039859), Mr. Mahendra C. Raycha (DIN : 00577647), Mrs. Neela M. Raycha (DIN : 01258479), none of the Directors, Key Managerial Personnel and their relatives are interested financial or otherwise in the proposed resolution.

Item no. 4

Mr. Akshit M. Raycha (DIN : 03039859) renders services as the Joint Managing Director/Whole Time Director to the Company. He has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company. His sincerity, commitment and ideas have resulted in opening up of new opportunities for the Company. In view of his enriched experience, appreciable contribution and enlarged leadership, the Board as per recommendation of Nomination and Remuneration Committee approved the remuneration of Mr. Akshit M. Raycha (DIN : 03039859) for further period of 3 years w.e.f. May 29, 2026.

Annexure –A-2

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT AT THE 32nd ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sr.No.	Particulars required	Disclosure of Proposed Director/ MD/ WTD.
(1)	Name of Proposed Director/ MD/ WTD and his DIN Number:	Mr. Akshit Mahendra Raycha DIN: 03039859
(2)	Date of Birth	05.05.1989
(3)	Age:	37 Years.
(4)	Date of Appointment	29 th May, 2026
(5)	Educational Qualification	He is Commerce Graduate and M.B.A. from Cambridge University
(6)	Experience:	Mr. Akshit M. Raycha has vast experience in Management. Mr. Raycha has rich experience of handling various areas of business including export business and is well known in retail industry also. Mr. Raycha has started a lot of new initiatives in the Company since he joined as Joint Managing Director/Whole Time Director. Considering the general industry and the specific company profile the remuneration is in line with the industry levels and that of comparatively placed Companies in India.
(7)	Actual Date of Expiry of Term	Till the conclusion of next AGM.
(8)	Term of Office:	From 29/05/2026 to 28/04/2029 (3 years)
(9)	Other Directorship/ MD/ Chairmanship held	1. Zenith Lifecare Private Limited 2. Zenith Medicine Private Limited 3. Achyut Healthcare Limited 4. Duck Cosmetics LLP (Designated Partner)
(10)	Chairmanship/ Membership of any committee of the Board on Listed Entities.	NIL
(11)	Relationships between directors inter se	Son of CMD (Mahendra C. Raycha) & Director (Neela M. Raycha)
(12)	Shareholding of non-executive director	189817

(13)	Whether appointment is approved by Nomination And Remuneration Committee and the Board of Directors and Shareholders in General Meeting.	Yes approved by Nomination and Remuneration Committee on 29th May, 2026. Yes by the Board of Directors in their Meeting held on 29th May, 2026. No, Special Resolution is yet to be passed by shareholders in the ensuing AGM.
(14)	Brief Details of Remuneration payable if any:	Monthly Remuneration upto Rs. 2,00,000 Payable monthly/ bi-monthly/ quarterly/ half yearly/ yearly as per financial convenience of the Company. Other Perquisites: As per Agreement
(15)	Any Increase/ Decrease in remuneration payable if any:	Increase by Rs. 9,00,000/- per Annum. (Total Remuneration up to 24,00,000/-)

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the fixation of remuneration of Mr. Akshit M. Raycha (DIN 03039859) as decided by the Board is required to be approved by the Members at their meeting.

The Directors of your Company recommends this resolution for your approval as a Special Resolution.

Except, Mr. Akshit M. Raycha (DIN 03039859), Mr. Mahendra C. Raycha (DIN : 00577647), Mrs. Neela M. Raycha (DIN : 01258479), none of the Directors, Key Managerial Personnel and their relatives are interested financial or otherwise in the proposed resolution.

Item no. 5

Annexure-A-3

Approval of the Material Related Party Transactions with Achyut Healthcare Limited:

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Further, the provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates approval of shareholders of a listed entity by means of resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s)

Rs. 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Zenith Healthcare Limited is related parties with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The Company proposes to enter into certain 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 hereinabove. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. It is further proposed that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

The value of proposed aggregate transactions with Achyut Healthcare Limited is likely to exceed the said threshold limit during the financial year 2026-27.

Accordingly transaction(s) entered with Achyut Healthcare Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Special Resolution as per our related party transactions policy for the said Related Party Transaction(s).

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No.	Particulars	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Achyut Healthcare Limited Common Director & Common Shareholder
b)	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mahendra C. Raycha (Director in Achyut Healthcare Ltd.) Akshit M. Raycha (Director in Achyut Healthcare Ltd.)
c)	Value, Type & Material Terms and particulars of the proposed transaction	Raw Material & Finished Goods upto Rs. 100 Crore
d)	Tenure of proposed transaction (Particulars & tenure)	F. Y. 2026-27
2.	Justification for the transaction	Certain Licences/Approvals are Registered/Approved under Achyut Healthcare Ltd. from FDA
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(I) details of the source of funds in connection with the proposed transaction	NOT APPLICABLE
	(II) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
	(III) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(IV) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	NOT APPLICABLE
5.	Percentage of annual consolidated turnover considering FY 2025-26 as the immediately preceding financial year	Rs. 4.77 Lakhs (Rent Paid)
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

Except Mr. Mahendra C. Raycha & Mr. Akshit M. Raycha, their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or

interested in the said resolution. The Directors of your Company recommends this resolution for your approval as a Resolution.

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board of Directors recommends passing of the resolution as set out item no. 5 of this Notice as Special Resolution.

DETAILS AS REQUIRED UNDER SCHEDULE V

I. General Information:

- Nature of Industry: Ancillary Unit of Pharmaceuticals/Healthcare
- Date or expected date of commencement of commercial production: Not applicable (Company is an existing company).
- Financial Performance based on given indicators

(Rs. In Lakhs)

Particulars	Current Year as on 31.03.2026	Previous Year as on 31.03.2025
Total Income	1093.65	1176.11
Less: Expenditure & Depreciation	1092.05	1148.19
Add: Exceptional items	-	-
Profit before Tax (PBT)	1.60	27.92
Less: Tax (including deferred tax)	1.09	21.22
Profit After Tax (PAT)	0.51	6.70

- Foreign Investments or collaboration if any: Not Applicable

II. Other Information:

- Reasons for loss or inadequate profit: In the Financial Year ended March 31, 2026, the Company made Profit after Tax
- The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.
- Steps taken or proposed to be taken for improvement-Not Applicable
- Expected increase in productivity and profits in measurable terms-Not Applicable

Dated: August 04, 2026

Registered Office :

504, Iscon Elegance,
Nr. Ananddham Jain Derasar,
Praladnagar Cross Road,
S.G. Road, Ahmedabad – 380 015
CIN No. : L2431GJ1994PLC023574
Tel. No. : (91 079) 66168889/90/40095550
Fax No. : (91 079) 66168891
Email : mahendrazenith@hotmail.com,
Website : www.zenithhealthcare.com

**On behalf of
For, Zenith Healthcare Ltd**

Sd/-
Mihir Satishkumar Shah,
Company Secretary