

NOTICE

NOTICE is hereby given to the Members of Zenith Healthcare Limited that **29th** Annual General Meeting of the Members of the Company will be held on Tuesday, the 26th September, 2023 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 31/3/2023 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, 2023, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto (“Financial Statements”) for the financial year ended on March 31, 2023 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 Mr. Atul M. Thakkar (DIN: 01157384), who retires by rotation and being eligible offers himself 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, Mr. Atul M. Thakkar (DIN: 01157384), Director of the Company, who retires by rotation and being eligible offers himself 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 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, 2023 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.

Dated: August 31, 2023

Registered Office :

504, Iscon Elegance,

Nr. Ananddham Jain Derasar,

Prahladnagar 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

By Order of the Board
For, Zenith Healthcare Ltd

SD/-

Mihir Satishkumar Shah,
Company Secretary

NOTES:

1. In the light of the continuing COVID-19 pandemic and the requirement of social distancing, the Ministry of Corporate Affairs (“MCA”) vide Circular No. 10/2022 dated December 28, 2022 in continuation to its earlier Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “MCA Circulars”) has authorised all the Companies whose Annual General Meetings (AGM) are due to be held in the year 2023 to conduct their AGMs before September 30, 2023 through VC/OAVM. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred as SEBI (LODR) Regulations] and above MCA Circulars, the AGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only.
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 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 **Wednesday September 20, 2023 to Tuesday, September 26, 2023** (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 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2, 3 & 4 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. In terms of the provisions of Section 108 of the Companies Act, 2013, the business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information related to e- voting are given in the notice here in below. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately. the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
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. 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: bhagwan@bigshareonline.com, Contact No. 022- 62638236.
14. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The same should be availed through respective depository.
15. 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.
16. 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.
17. 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 2022-23, including the Notice convening the 29th 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.
18. 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.
19. 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.
20. 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.
21. **UPDATION OF PAN, EMAIL ADDRESS AND OTHER DETAILS:**
All the shareholders are requested to update the residential status, registered email address, mobile number, category and other details with their relevant depositories through their depository participants, if the shareholding is in demat form or with the Company, if the shareholding is held in physical form, as may be applicable.

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

The remote e-voting period begins on Friday, 23rd September, 2023 at 9:00 A.M. and ends on Monday, 25th September, 2023 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. 19th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September, 2023.

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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 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. 2. 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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?

- 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, 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 122009 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 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.

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 & 4 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 28th 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. Atul M. Thakkar (DIN 01157384)
Date of Appointment	01.04.2003
Date of Birth	02.10.1966
Qualification and experience in specific functional area	He is a Commerce Graduate and having more than 12 years of expertise in Marketing and Distribution of Pharmaceuticals Products & 12 years for marketing of ceramic and sanitary business Qualification : B. Com
Directorship held in other companies*	-
Membership / Chairmanships of Committee in other Public Companies	NIL
Relationships between directors <i>inter se</i>	Brother in Law of CMD and Brother of Non-Executive Director (Mrs. Neela Raycha)
Shareholding of non-executive director	500

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 26th September, 2023.

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, 2023 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 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**

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 29th 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 01/07/2023 to 30/06/2026 (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	Yes approved by Nomination and Remuneration

	by Nomination And Remuneration Committee and the Board of Directors and Shareholders in General Meeting.	Committee on 30th June 2023. Yes by the Board of Directors in their Meeting held on 10th July 2023. 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:	Upto Rs. 12,00,000/- per Annum.
(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.

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.

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 31.03.2023	Previous Year as on 31.03.2022
Total Income	1350.53	2288.35
Less: Expenditure & Depreciation	1338.72	2227.40
Add: Exceptional items	-	(0.35)
Profit before Tax (PBT)	11.81	60.60
Less: Tax (including deferred tax)	4.03	29.54
Profit After Tax (PAT)	7.78	31.06

- Foreign Investments or collaboration if any: Not Applicable

II. Other Information:

- a. Reasons for loss or inadequate profit: In the Financial Year ended March 31, 2023, the Company made Profit after Tax
- b. The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.
- c. Steps taken or proposed to be taken for improvement-Not Applicable
- d. Expected increase in productivity and profits in measurable terms-Not Applicable

Dated: August 31, 2023**Registered Office :**

504, Iscon Elegance,
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Prahlanagar 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

By Order of the Board
For, Zenith Healthcare Ltd

Sd/-
Mihir Satishkumar Shah,
Company Secretary