



**ZOTA HEALTH CARE LIMITED**

**CIN: L24231GJ2000PLC038352**

**Registered office:** Zota House, 2/896, Hira Modi Street, Sagrampura, Surat-395002, Gujarat

**Email:** [info@zotahealthcare.com](mailto:info@zotahealthcare.com) **Website:** [www.zotahealthcare.com](http://www.zotahealthcare.com) **Ph:** +91-261-2331601

### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,  
The Members of the Company

Notice is hereby given that pursuant to the provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), Secretarial Standards on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 10/2021 dated 23<sup>rd</sup> June, 2021, No. 20/2021 dated 8<sup>th</sup> December, 2021, No. 03/2022 dated 5<sup>th</sup> May, 2022, No. 10/2022 dated 28<sup>th</sup> December, 2022, No. 09/2023 dated 25<sup>th</sup> September, 2023, No. 09/2024 dated 19<sup>th</sup> September, 2024 and No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (herein after referred to as “MCA Circulars”) and other applicable rules /regulations/guidelines/circulars/notifications ( including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), that the resolution appended are proposed to be passed as Special Resolution through Postal Ballot, only by way of remote electronic voting (e-voting).

In view of the MCA Circulars, companies can take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, Zota Health Care Limited (herein after referred to as “the Company”) will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (hereinafter referred to as “RTA”) of the Company or Depository/Depository Participants. Accordingly, hard copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

The communication of the assent or dissent of the Members would take place only through the Remote e-voting system.

The Board of Directors of the Company, at its meeting held on Friday, March 13, 2026 has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot, only by way of e-voting, process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, only by way of e-voting, it shall be deemed to be passed as Special Resolution at a General Meeting. The Resolution, if passed by requisite majority, shall be deemed to be passed on the last date specified by the Company for postal ballot, only by way of e-voting i.e. on Thursday, April 16, 2026.

Members are requested to peruse the following proposed resolution along with explanatory statement provided by the Company and after that record your assent or dissent by means of e-voting system by 5:00 P.M. on Thursday, April 16, 2026.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot would be announced by the Chairman or the Company Secretary of the Company on or before Friday, April 17, 2026 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchange where the shares of the Company are listed and displayed along with the scrutinizer’s report on the company’s website viz. [www.zotahealthcare.com](http://www.zotahealthcare.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Item of Special Business requiring consent of shareholders through Postal Ballot:**

**ITEM NO: 1 AUTHORISING THE BOARD TO GIVE LOAN, GUARANTEE OR SECURITY IN CONNECTION WITH A LOAN TO ANY PERSON OR OTHER BODY CORPORATE AND ACQUISITION OF SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Meeting of Board and its powers) Rules, 2014, (including any amendment(s), statutory modification(s) or re-enactment thereof from time to time), any other applicable laws, if any, and the provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors to give loan(s) to any person(s) or any other body Corporate(s) and/ or give any guarantee(s) or provide security(ies) in connection with a loan to any person(s) or any other body Corporate(s) and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate(s) in one or more tranches as and at such time or times and in such form or manner the Board may think fits, which together with the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far been provided by the company, from time to time, may exceed limit of 60% of paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the company, whichever is more, provided that the aggregate of such loan(s)/ guarantee(s)/ security(ies)/ investment(s) made by the company shall not exceed Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) at any time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized, to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, or for making such investments and to take all necessary steps, to sign and execute varied deeds, applications, documents and writings that may be required and to do all such acts, deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**Place:** Surat

**Date:** 13.03.2026

By order of Board of Directors  
For **Zota Health Care Limited**

Sd/-

**Ashvin Variya**  
**Company Secretary & Compliance Officer**

**Registered Office:**

ZOTA House, 2/896, Hira Modi Street,  
Sagrampura, Surat 395002, Gujarat.

**NOTES:**

- 1) The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circulars No.14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 10/2021 dated 23<sup>rd</sup> June, 2021, No. 20/2021 dated 8<sup>th</sup> December, 2021, No. 03/2022 dated 5<sup>th</sup> May, 2022, No. 10/2022 dated 28<sup>th</sup> December, 2022, No. 09/2023 dated 25<sup>th</sup> September, 2023 No. 09/2024 dated 19<sup>th</sup> September, 2024 and No. 03/2025 dated 22<sup>nd</sup> September, 2025, issued by the Ministry of Corporate Affairs, Regulation 44 of Listing Regulations and other applicable rules/ regulations/guidelines/ circulars/ notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), that the resolution appended are proposed to be passed as Special Resolution through Postal Ballot, only by way of remote electronic voting (e-voting).
- 2) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts and reasons for the proposed Resolution, is annexed hereto.
- 3) In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of Listing Regulations, the Company is pleased to provide voting by electronic means (“E-Voting”) facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its members. Voting rights will be reckoned on the paid-up value of shares registered in the name of members on Friday, March 13, 2026.
- 4) The Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary (Membership No. 6116, CP No. 5985), to act as the Scrutinizer for conducting the postal ballot process, by way of only e-voting, in a fair and transparent manner.
- 5) This Postal Ballot Notice shall be sent by electronic mode (e-mail) to those Members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on cut-off date i.e. Friday, March 13, 2026 provided by M/s Satellite Corporate Services Private Limited, Share Registrar and Transfer Agent of the Company (“RTA”). A person who is not a member on the cut-off date should accordingly treat the Postal Ballot Notice for the information purpose only. However, all the members of the Company who have not received the Postal Ballot Notice due to non-registration of e-mail id shall also be entitled to vote (through e-voting process only as specified below in the notice) in relation to the resolution specified in the Notice of Postal Ballot.
- 6) Dispatch of hard copies of Postal Ballot Notice, Postal Ballot Form and pre-paid business envelop is being dispensed with the MCA Circulars, accordingly no hard copies of the same shall be sent to the members and voting on the resolution set out in the Postal Ballot Notice are only to be exercised by way of e-voting only. Members may note that the Postal Ballot Notice will also be available on the Company’s website at [www.zotahealthcare.com](http://www.zotahealthcare.com), on website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>
- 7) Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- 8) Dispatch of Notice shall be deemed to be completed on the day on which the Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.
- 9) Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper (in English language) and one Gujarati daily newspaper circulating (in vernacular language i.e. Gujarati).
- 10) Members seeking any information/document as referred in this Notice are requested to write to the Company mentioning their Name, Folio No./ Client ID and DP ID through email at [cszota@zotahealthcare.com](mailto:cszota@zotahealthcare.com). The same will be addressed by the Company suitably.

- 11) The remote e-voting period commences from Wednesday, March 18, 2026 at 09:00 A.M. (IST) and ends on Thursday, April 16, 2026 at 05:00 P.M. (IST). During this period, members holding shares as on cut-off date i.e. Friday, March 13, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Thursday, April 16, 2026, at 05:00 P.M. (IST). Once the vote on a resolution is being casted by the member, he/she shall not be allowed to change it subsequently or cast vote again.
- 12) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 13) The Scrutinizer shall immediately after the conclusion of remote e-voting unblock the votes cast in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of e-voting will be final. The result on Postal Ballot will be announced on or before Friday, April 17, 2026 by the Chairman or by the Company Secretary of the Company. The result of the Postal Ballot will be posted on the official website of the Company i.e. <https://www.zotahealthcare.com> and NSDL website <https://www.evoting.nsdl.com> and shall also made available to the stock exchange where the securities of the Company listed i.e. <https://www.nseindia.com> The results will also be displayed at the registered office of the Company.

**The instructions for shareholders voting electronically are as under:**

**The remote e-voting period begins on Wednesday, March 18, 2026 at 09:00 A.M. and ends on Thursday, April 16, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, March 13, 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 Friday, March 13, 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 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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li> </ol> |

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|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                    | <p>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.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| 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.                                                                                                                                                                                                                                                  |

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

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

| Login type                                                         | Helpdesk details                                                                                                                                                                                                           |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

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

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

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rbksurat@gmail.com](mailto:rbksurat@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 01:**

Pursuant to the provisions of Section 186(2) of the Act read with relevant rules made thereunder, if applicable, as amended from time to time; the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the Act, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a Special Resolution passed at a General Meeting is necessary.

Keeping Company's future business expansion plans at helm, investment opportunities, strategic acquisitions and obligations of the Company towards business requirements and growth plan of its subsidiaries, the Company may be required to give loan(s) and/or guarantee(s) and/or or provide security(ies) in connection with a loan(s) to any other body corporate(s) or person(s) and/or make investment(s) in excess of the limits specified in Section 186(2) of the Act. Therefore, the Board of Directors of the Company in their meeting held on March 13, 2026, have subject to the approval of shareholders of the Company, approved the proposal to provide any loan(s) or guarantee(s) or providing any security(ies) or the acquisition(s) of securities which together with the aggregate of the loan(s) and investment(s) so far made and the amount for which guarantee(s) or security(ies) so far been provided by the company, from time to time, may exceed limit of 60% of paidup share capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the company, whichever is more, provided that the aggregate of such loan(s)/ guarantee(s)/ security(ies)/ investment(s) made by the company shall not exceed Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) at any time.

Pursuant to Section 102 of the Act; the Board of Directors of the Company do hereby confirm that none of its Director and/or Key Managerial Personnel and/or their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board of Directors recommend the Special Resolution as set out at Item No. 1 of the accompanying Notice, for members' approval.

By order of Board of Directors  
For **Zota Health Care Limited**

**Place:** Surat  
**Date:** 13.03.2026

Sd/-  
**Ashvin Variya**  
**Company Secretary & Compliance Officer**

**Registered Office:**  
ZOTA House, 2/896, Hira Modi Street,  
Sagrampura, Surat-395002, Gujarat.