ZOTA HEALTH CARE LIMITED
CIN: L24231GJ2000PLC038352
Registered office: Zota House, 2/896, Hira Modi Street, Sagrampura, Surat-395002, Gujarat
Email: info@zotahealthcare.com **Website:** 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 Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022 and No. 09/2023 dated September 25, 2023, 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 resolutions appended are proposed to be passed as Ordinary/Special Resolutions 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 (herein after 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 Wednesday, May 22, 2024 has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as 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, they shall be deemed to have been passed as Ordinary/Special Resolutions at a General Meeting. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for postal ballot, only by way of e-voting i.e. on Thursday, June 27, 2024.

Members are requested to peruse the following proposed resolutions 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, June 27, 2024.

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, June 28, 2024 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 and on the website of NSDL at www.evoting.nsdl.com

Items of Special Businesses requiring consent of shareholders through Postal Ballot:

Item No. 1:

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

"RESOLVED THAT pursuant to the provisions of section 152, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws, if any, consent of the members be and is hereby accorded to appoint Mr. Viren Manukant Zota (DIN- 08656333) as Whole-Time Director of the Company, who was appointed as Additional Director w.e.f. April 01, 2024, in terms of Section 161 of the Companies Act, 2013 and who shall hold office upto the date of the meeting of members of the Company to be held within 3(three) months from the date of appointment, be and is hereby appointed as Whole-Time Director of the Company for the period of 5 (five) consecutive years starting from April 01, 2024 to March 31, 2029 at following terms and conditions:

(1) Period of appointment: Appointment for a term of 5 (five) consecutive years commencing from April 01, 2024 till March 31, 2029;
(2) Remuneration: ₹ 3,50,000/- per month and commission of 0.1% of annual turnover;
(3) Sitting Fees: ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof."

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

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

Item No. 2:

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

"RESOLVED THAT in supersession of resolution passed by the shareholders in the 14th Annual General Meeting on September 30, 2014 and pursuant to the provisions of section 180(1)(c) and such other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meeting of Board and its Powers) Rules, 2014; as amended from time to time (including any statutory modifications or re-enactments thereof) and including such other applicable law(s), if any, approval of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to borrow any sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed Rs. 3,00,00,00,000/- (Rupees Three Hundred crores only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s)and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto as amended from time to time (including any statutory modifications or re-enactments thereof), and including such other applicable law(s), if any, consent of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to pledge, mortgage, hypothecate and/or charge all or

any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of Rs. 3,00,00,00,000/- (Rupees Three Hundred crores only) at any time, as and when required."

"RESOLVED FURTHER THAT the Board of Directors or any one of the director acting individually on behalf of the Company be and is hereby authorized for and on behalf of the Company to sign and to execute varied deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 3:

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

"RESOLVED THAT pursuant to the provisions of Section 188 read with Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, if any, approval of the Members be and is hereby accorded to the Board of Directors of the Company for below mentioned related party transactions:

a) continuing the existing related party transaction(s) entered with all related parties as approved by the members of the Company in 23rd Annual General Meeting dated September 29, 2023;
b) approve the related party transaction i.e. entering into and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier transactions or an independent transaction(s) or otherwise, entered with Mr. Viren Manukant Zota, for holding office of Whole-Time Director of the Company, as explained in Explanatory Statement of item no. 3."

"RESOLVED FURTHER THAT the above related party transaction to be entered and already been entered either individually or collectively may exceed the threshold for material related party transactions i.e. 1000 crore or 10% of total turnover of the Company and is done at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

By order of Board of Directors
For **Zota Health Care Limited**
Sd/-
Ashvin Variya
Company Secretary & Compliance Officer

Place: Surat
Date: 22.05.2024

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 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022 and No. 10/2022 dated 28th December, 2022, No. 09/2023 dated September 25, 2023, 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 resolutions appended are proposed to be passed as Ordinary/Special Resolutions 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 Resolutions, 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 share registered in the names of members on Friday, May 24, 2024.

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 Friday, May 24, 2024 provided by M/s Satellite Corporate Services Private Limited ("RTA"). A person who is not a Member on the cut-off date should accordingly treat the Postal Ballot Notice as for information purposes 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 resolutions 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 resolutions 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, on website of National Stock Exchange of India Limited at 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 competed 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. The same will be addressed by the Company suitably.

11) The remote e-voting period commences from Wednesday, May 29, 2024 at 9:00 A.M. (IST) and ends on Thursday, June 27, 2024 at 05:00 P.M. (IST). During this period, members holding shares as on cut-off date i.e. Friday, May 24, 2024, may cast their vote electronically. The e-voting module shall be disable by NSDL for voting after Thursday, June 27, 2024, 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, June 28, 2024 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.

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

Name of Director	Viren Manukant Zota
D.O.B	30-05-1984
Age (in years)	40 years
Brief resume of the Director including nature of expertise in specific functional areas and Experience	Mr. Viren Manukant Zota is an accomplished professional holding a Bachelor's in Business Administration (BBA) from B.R.C.M. College, Surat. Following his education, Mr. Viren immediately delved into the world of Franchisee Marketing, where he embarked on a hands-on journey across various regions of India. Through this immersive experience, he gained invaluable insights into the nuances of the last point of sale, laying the groundwork for his subsequent achievements. He has been at the forefront of realizing Zota's core objective—sourcing the highest quality products at the most competitive prices. His expertise in purchase has played a pivotal role in developing mechanisms to optimize inventory levels while ensuring cost vigilance.
Date of Appointment (DD/MM/YYYY)	01/04/2024
Qualification	Bachelor of Business Administration (BBA)
Number of Equity Shares held in the Company	5,09,040
Number of Board Meetings attended during the Financial Year 2023-24	NIL
Directorships held in other Companies	1
Chairmanships of Committees in other Companies	NIL
Memberships of Committees in other Companies	NIL
Relationships between Directors of the Company inter-se	N.A.
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Appointed as Whole-Time Director for the period of five consecutive years starting from April 01, 2024 at the remuneration of Rs. 3,50,000/- per month and commission of 0.1% of annual turnover.

The instructions for shareholders voting electronically are as under:

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.	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. 2. 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 3. 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. 4. 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. 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.

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 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 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 user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com

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

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

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

Item No. 01:

Mr. Viren Manukant Zota (DIN: 08656333) was appointed as an Additional Director to be designated as Whole-Time Director of the Company by the Board of Directors of the Company in its meeting held on March 30, 2024; in terms of Section 161(1) of the Companies Act, 2013. Mr. Viren Maunkant Zota can hold office only up to the date of the meeting of members of the Company to be held within 3(three) months from the date of appointment.

On the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, The Board of Directors has appointed him as Whole-Time Director for the term of five consecutive years starting from April 01, 2024, subject to the members approval in general meeting. He will receive the remuneration of Rs. 3,50,000/- per month and commission of 0.1% of annual turnover and sitting fees of Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof. Mr. Viren Manukant Zota carries over 17 years of experience in pharmaceutical industry and has been working as a Marketing Manager of PCD business of the Company since 2006. He has done graduation in Business Administration (BBA). The Board is of the opinion that the appointment and presence of Mr. Viren Manukant Zota on the Board will be desirable, beneficial and in the best interest of the Company.

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

The brief profile of Mr. Viren Manukant Zota in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are provided in the note no. 14 of this Notice.

Mr. Viren Manukant Zota holds 5,09,040 equity shares of the Company.

Accordingly, Board do hereby sought Members approval for appointment of Mr. Viren Manukant Zota, as the Whole-time Director of the Company in the item no. 1.

The performance of the Company have improved and is expected to improve further in the coming years. However, in view of adverse conditions, it incur losses due to uncontrollable reasons, resulting in inadequate profits to pay managerial remuneration. In such an event, Mr. Viren Manukant Zota, may be entitled to minimum remuneration. Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 1 is as follow:

1. General Information

a) Nature of Industry:
The Company is engaged in manufacturing and marketing of pharmaceutical products and caters both domestic and international markets.

b) Date or expected date of commencement of commercial production:
July, 2000

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

d) Financial performance based on given indicators

(Rs. In Lakhs)

Particulars	Standalone		
	For the Nine Months Ended 31-12-2023 (Unaudited)	For the year Ended 31-03-2023 (Audited)	For the year Ended 31-03-2022 (Audited)
Revenue from operations	4283.46	13836.60	13153.33
Other Income	37.76	255.87	164.56
Profit/ (loss) before tax and Exceptional Items	166.94	808.50	1419.14
Exceptional Items	-	53.79	-
Profit/ (loss) before Taxation	166.94	862.29	1419.14
Income Tax	44.31	204.68	368.84
Deferred Tax	(6.94)	1.75	7.71
Profit after Taxation	115.68	659.35	1058.01

e) Foreign Investments or collaborations, if any:

During the last financial year, the Company has neither made any foreign investment nor entered into any foreign collaboration. The Company has foreign investments and collaboration which has been done in past financial years are as below:

Date of making investments	Name of entity in which investment has been made	Amount (in Rs.)
06-07-18	Zota Health Care Lanka (Pvt) Ltd	86680

2. Information about the appointee

a) Background details

The background details and profile of Mr. Viren Manukant Zota stated in "Brief resume of the Director including nature of expertise in specific functional areas and Experience" in note no. 14 to this notice.

b) Past remuneration

As Mr. Viren Manukant Zota has been appointed as an additional director to be designated as the Whole-time director of the Company in its meeting held on March 30, 2024; the details of his past remuneration are not available.

c) Recognition or awards: N.A.

d) Job profile and his suitability

Mr. Viren Manukant Zota is an accomplished professional holding a Bachelor's in Business Administration (BBA) from B.R.C.M. College, Surat. Following his education, Mr. Viren immediately delved into the world of Franchisee Marketing, where he embarked on a hands-on journey across various regions of India. Through this immersive experience, he gained invaluable insights into the nuances of the last point of sale, laying the groundwork for his subsequent achievements.

He has been at the forefront of realizing Zota's core objective—sourcing the highest quality products at the most competitive prices. His expertise in purchase has played a pivotal role in developing mechanisms to optimize inventory levels while ensuring cost vigilance.

e) Remuneration proposed

The details of proposed remuneration to be paid to Mr. Viren Manukant Zota is as below:

i. **Remuneration:** Rs. 3,50,000/- per month
ii. **Commission:** 0.1% of Annual Turnover

iii. **Sitting Fees:** Rs. 5000/- per meeting for attending meeting of the Board or Committees thereof.

f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Taking into account the Industry in which Company Operates, Size of the Company, Experience, Skills, Expertise's and responsibilities that is being handling by Mr. Viren Manukant Zota, the remuneration payable is equivalent with the remuneration packages paid in the peer companies.

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

Apart from the remuneration to be paid to Mr. Viren Manukant Zota for the position of Whole-Time Director as stated above and his shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

3. Other Information

(1) Reasons of loss or inadequate profits (2) Steps taken or proposed to be taken for improvement (3) Expected increase in productivity and profits in measurable terms	As you all are kind aware that Zota Health Care Limited has launched its most esteemed project DAVAINDIA back in the year 2017, DAVAINDIA is retail generic pharmacy chain. With the blend of Company Owned Company Operated (COCO) and Franchise Owned Franchise Operated (FOFO) stores under this project more than 880+ stores have already been opened up till March 31, 2024. As of now DAVAINDIA is India's largest private sector generic pharmacy chain. For aggressive escalation of the project and to take the advantage of first movers, the Company has incurred huge working capital expenses in the project. The Company is poised that with increasing numbers of new stores and sales volume, the Company shall able to tapering the effect of expenses.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Viren Manukant Zota; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 1.

Mr. Viren Manukant Zota is son of Mr. Manukant Chandulal Zota, who is promoter of the Company.

The Board of Directors recommends the Special Resolution as set out in Item No. 1 in the Notice for approval of the Shareholders.

Item No. 02:

Pursuant to provisions of section 180(1)(c) of the Companies Act, 2013; the board of directors of the company may borrow money on behalf of the company (along with the existing borrowings) upto the aggregate of company's paid-up share capital, free reserves and securities premium. Further, when the board requires to borrow money in excess of the aforesaid aggregate limit, a special resolution requires to be passed in the Company's General Meeting; to authorise the board to the borrow the sum(s) of money upto the specified limit in the said special resolution.

Further, provisions of Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed upto the specified limit in the said special resolution. Moreover, in order to facilitate the secured borrowing made by the Company, it would be necessary to create pledge, mortgage, hypothecate and/or charge on the assets or whole or part of the undertaking of the Company.

Further, the members of the Company in their meeting 14th Annual General Meeting held on September 30, 2014 has given power to the Board to borrow and/ or to create pledge, mortgage, hypothecate and/or charge on the assets or whole

or part of the undertaking of the Company upto Rs. 20,00,00,000/- (Rupees Twenty Crores only) or 100% of aggregate of paid up capital, free reserves and securities premium of the company.

As you all are kind aware that Zota Health Care Limited has launched its most esteemed project DAVAINDIA back in the year 2017, DAVAINDIA is retail generic pharmacy chain. With the blend of Company Owned Company Operated (COCO) and Franchise Owned Franchise Operated (FOFO) stores under this project more than 880+ stores have already been opened up till March 31, 2024. As of now DAVAINDIA is India's largest private sector generic pharmacy chain. To take the advantage of first movers, the Company is planning to add more stores in foreseeable future and for the same company shall require huge working capital and incur capital expenditure; to taper the same, the Company may require to borrow in excess of limit of paid- up share capital, free reserves and securities premium or existing borrowing limit i.e. Rs. 20 crores as already approved by the members and it would be in the interest of Company to raise the limit and authorise Board to borrow a sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) which may exceed paid- up share capital, free reserves and securities premium but shall not exceed Rs. 3,00,00,00,000/- (Rupees Three Hundred crores only) at any time and to create pledge, mortgage, hypothecate and/or charge on the assets or whole or part of the undertaking of the Company provided that the aggregate indebtedness shall not exceed Rs. 3,00,00,00,000/- (Rupees Three Hundred crores only) at any time.

Pursuant to Section 102 of the Companies Act, 2013; the Board of Directors of the Company do hereby confirm that none of its Director and 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. 2 of the accompanying Notice, for members' approval.

Item No. 03:

The members of the Company in 23rd Annual General Meeting dated September 29, 2023 have approved the series of related party transactions with various related parties which includes salary payment to Mr. Viren Manukant Zota for the position of Senior Marketing Manager of the Company.

The Company is presently paying salary of Rs. 70,000/- per month and commission of 0.2% of annual turnover to Mr. Viren Manukant Zota for post of Senior Marketing Manager in the Company.

The Board of Directors of the Company in its meeting held on March 30, 2024 has subject to members approval, appointed Mr. Viren Manukant Zota as an additional director to be designated as the Whole-time Director of the Company at remuneration of Rs. 3,50,000/- per month and commission of 0.1% of the annual turnover of the Company.

In the view of the above, the total monthly remuneration payable to Mr. Viren Manukant Zota is exceeding the threshold of Rs. 2.5 lakhs per month. As per provisions of section 188 of the Companies Act, 2013 read with rules made thereunder whenever the monthly salaries or remuneration paid to the related parties exceeds Rs. 2.5 lakhs per month then approval of the members by way of ordinary resolution required.

Further, Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Hence, in view of proposed modification in existing contract/ arrangement entered or entering into independent contract of remuneration with related party as stated above might exceed the threshold of material related party transaction; hence it is required to obtain members approval.

Nature of related party transaction for which member's approval is sought is as below:

Name of Individual/ Company/ Partnership firm with whom Company has entered into related party transactions	**Mr. Viren Manukant Zota (Whole- Time Director) (DIN:** 08656333**)**
Person who is interested in Related Party Transaction along with designation	Mr. Viren Manukant Zota, Whole-Time Director of the Company
Amount / Value Involved in transaction	Remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover
Tenure	With effect from 1st April, 2024 till March 31, 2029
Nature of Transaction	Remuneration

The related party transaction with Mr. Viren Manukant Zota, Whole-Time Director of the Company, has already been first approved by Independent directors only of the Audit Committee of the Company in their meeting held on March 30, 2024 and the same have been further approved by the Board of Directors in its meeting held on March 30, 2024.

The Board Directors recommend the matter and the resolution set out under Item no. 3 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Viren Manukant Zota, to the extent of their shareholding none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no 03.

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

Place: Surat
Date: 22.05.2024

Sd/-
Ashvin Variya
Company Secretary & Compliance Officer

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