



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 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 Friday, July 26, 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 Resolutions 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 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 Tuesday, August 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 Tuesday, August 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 Wednesday, August 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 Re-appoint Mrs. Bhumi Maulik Doshi (DIN: 08456082) as a Non- Executive Independent Director

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 149, 150 and 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re- enactment thereof from time to time) as amended from time to time, and any other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Bhumi Maulik Doshi (DIN: 08456082) as a Non- Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of her present term that is with effect from May 30, 2024 till May 29, 2029 at following terms and conditions:

Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five consecutive years commencing from the expiry of her present term that is with effect from May 30, 2024 till May 29, 2029;
- 2) **Remuneration:** NIL;
- 3) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“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 Re-appoint Mr. Vitrag Sureshkumar Modi (DIN: 08457204) as a Non- Executive Independent Director

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 149, 150 and 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re- enactment thereof from time to time) as amended from time to time, and any other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Vitrag Sureshkumar Modi (DIN: 08457204) as a Non-Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of his present term that is with effect from May 30, 2024 till May 29, 2029 at following terms and conditions:

Terms & Conditions:

- 1) **Period of appointment:** Re-appointment for a further term of five consecutive years commencing from the expiry of his present term that is with effect from May 30, 2024 till May 29, 2029;
- 2) **Remuneration:** NIL;
- 3) **Sitting Fees:** ₹ 5000/- per meeting for attending meeting of the Board or Committees thereof.”

“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.”

Place: Surat
Date: 26.07.2024

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 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, 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 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, July 26, 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, July 26, 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 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. The same will be addressed by the Company suitably.
- 11) The remote e-voting period commences from Monday, July 29, 2024 at 9:00 A.M. (IST) and ends on Tuesday, August 27, 2024 at 05:00 P.M. (IST). During this period, members holding shares as on cut-off date i.e. Friday, July 26, 2024, may cast their vote electronically. The e-voting module shall be disable by NSDL for voting after Tuesday, August 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 Wednesday, August 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 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are as below:

Name of Director	Mrs. Bhumi Maulik Doshi (Non-Executive Independent Director) (DIN: 08456082)	Mr. Vitrag Sureshkumar Modi (Non-Executive Independent Director) (DIN: 08457204)
D.O.B	14-09-1994	21-01-1990
Age (in years)	30 years	34 years
Brief resume of the Director including nature of expertise in specific functional areas and Experience	Mrs. Bhumi Maulik Doshi is a commerce graduate and pursuing a course of Chartered Accountancy from The Institute of Chartered Accountants of India (ICAI) and she had also done Master of	Mr. Vitrag Sureshkumar Modi is practicing Chartered Accountant. He is a fellow member of the Institute of Chartered Accountant of India (ICAI). He has completed the Chartered Accountancy course in the

	Commerce from the Veer Narmad South Gujarat University, Surat. She is working in the accounts department of D.D. Constructions Pvt. Ltd. for the last six years and also doing practice in Goods and Service Tax (GST) for the last seven years. So, she is well versed in accounting and GST related matters.	year 2011. He has also done Bachelor of Commerce from the Veer Narmad South Gujarat University, Surat in the year 2010. In the year 2017, he has formed his own firm and doing practice. So, he is having total work experience of around thirteen years. His core areas of working are Direct and Indirect Taxes, Bank Audits, Management and System Audit, Accounting and Corporate Services.
Date of first Appointment and remuneration last drawn by such person.	Mrs. Bhumi Maulik Doshi was first appointed on the Board of the Company on May 30, 2019. During her first term she was receiving sitting fees of Rs. 5000/- per meeting for attending Board or Committee thereof, except this she was not receiving any remuneration.	Mr. Vitrag Sureshkumar Modi was first appointed on the Board of the Company on May 30, 2019. During his first term he was receiving sitting fees of Rs. 5000/- per meeting for attending Board or Committee thereof, except this he was not receiving any remuneration.
Qualification	Bachelor of Commerce (B.Com), Master of Commerce (M.Com)	Bachelor of Commerce (B.Com), Chartered Accountant (CA)
Number of Equity Shares	1400	704

held in the Company		
Number of Board Meetings attended during the Financial Year 2023-24	13	13
Directorships held in other Companies	NIL	NIL
Chairmanships of Committees in other Companies	NIL	NIL
Memberships of Committees in other Companies	NIL	NIL
Relationships between Directors, Manager and Key Managerial Personnel of the Company inter-se	N.A.	N.A.
Terms and conditions of	Re-appointed as a Non-	Re-appointed as a Non-

appointment / reappointment along with details of remuneration sought to be paid	Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of her present term that is with effect from May 30, 2024 till May 29, 2029. She will receive sitting fees of Rs. 5000/- per meeting for attending Board or Committee thereof, except sitting fees, she will not receive any remuneration.	Executive Independent Director on the Board of the Company to hold office for a further term of five consecutive years commencing from the expiry of his present term that is with effect from May 30, 2024 till May 29, 2029. He will receive sitting fees of Rs. 5000/- per meeting for attending Board or Committee thereof, except sitting fees, he will not receive any remuneration.
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The instructions for shareholders voting electronically are as under:

The remote e-voting period begins on Monday, July 29, 2024 at 09:00 A.M. and ends on Tuesday, August 27, 2024 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, July 26, 2024, 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, July 26, 2024.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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

	<p>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.</p> <p>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.</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 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	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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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. Pallavi Mhatre at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cszota@zotahealthcare.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cszota@zotahealthcare.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting 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:

Mrs. Bhumi Maulik Doshi was appointed as an Independent Director of the Company by the Members at the 19th Annual General Meeting of the Company held on September 21, 2019 for a period of 5 (five) consecutive years commencing from May 30, 2019 to May 29, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company after taking into account the performance evaluation report of Mrs. Bhumi Maulik Doshi during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Board of Directors of the Company in their meeting held on May 29, 2024 has subject to the approval of the shareholders in a general meeting to be held within period of three months from the date of Board approval, re-appointed Mrs. Bhumi Maulik Doshi (DIN: 08456082) as an Independent Director of the Company for the further period of 5 (five) consecutive years commencing from the expiry of her present term, that is with effect from May 30, 2024 till May 29, 2029 and she is not liable to retire by rotation.

Apart from the sitting fees ₹ 5000/- for attending Board or Committee meetings which is subject to revision from time to time as may be decided by the Board of Directors, she will not receive any remuneration. Mrs. Bhumi Maulik Doshi is independent to the Company and possesses the required qualifications and skills.

As per Section 149 of the Act and applicable regulations of Listing Regulations, an independent director may hold office for a term up to five consecutive years on the Board of the company, but shall be eligible for reappointment on passing of a special resolution by the company.

Mrs. Bhumi Maulik Doshi continues to meet/satisfy all the conditions as set out in Schedule IV to the Act, sub-section (6) of Section 149 of the Act, section 150 of the Act w.r.t. inclusion of her name in Independent Director Data Bank and passing of online proficiency self-assessment test and other conditions as stipulated under Regulation 16(1)(b) of the Listing Regulations for being eligible for her re- appointment. She has also confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act. Mrs. Bhumi Maulik Doshi is not debarred from holding the office of Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

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

Keeping in view of her experience and services rendered by her during her first term as the non-executive independent director of the Company, it is in best interest of the Company to re-appoint her as the Non-Executive Independent Director of the Company. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 01 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mrs. Bhumi Maulik Doshi; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 01.

Item No. 02:

Mr. Vitrag Sureshkumar Modi was appointed as an Independent Director of the Company by the Members at the 19th Annual General Meeting of the Company held on September 21, 2019 for a period of 5 (five) consecutive years commencing from May 30, 2019 to May 29, 2024 and is eligible for re-appointment for a second term on the Board of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company after taking into account the performance evaluation report of Mr. Vitrag Sureshkumar Modi during his first term of 5 (five)

years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Board of Directors of the Company in their meeting held on May 29, 2024 has subject to the approval of the shareholders in a general meeting to be held within period of three months from the date of Board approval, re-appointed Mr. Vitrag Sureshkumar Modi (DIN: 08457204) as an Independent Director of the Company for the further period of 5 (five) consecutive years commencing from the expiry of his present term, that is with effect from May 30, 2024 till May 29, 2029 and he is not liable to retire by rotation.

Apart from the sitting fees ₹ 5000/- for attending Board or Committee meetings which is subject to revision from time to time as may be decided by the Board of Directors, he will not receive any remuneration. Mr. Vitrag Sureshkumar Modi is independent to the Company and possesses the required qualifications and skills.

As per Section 149 of the Act and applicable regulations of Listing Regulations, an independent director may hold office for a term up to five consecutive years on the Board of the company, but shall be eligible for reappointment on passing of a special resolution by the company.

Mr. Vitrag Sureshkumar Modi satisfies all the conditions as set out in Schedule IV to the Act, sub-section (6) of Section 149 of the Act, section 150 of the Act w.r.t. inclusion of his name in Independent Director Data Bank and passing of online proficiency self-assessment test and other conditions as stipulated under Regulation 16(1)(b) of the Listing Regulations for being eligible for his re- appointment. He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Vitrag Sureshkumar Modi is not debarred from holding the office of Director by virtue of any order issued by Securities and Exchange Board of India Order or any such authority.

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

Keeping in view of his experience and services rendered by him during his first term as the non-executive independent director of the Company, it is in best interest of the Company to re-appoint him as the Non-Executive Independent Director of the Company. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 02 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that except Mr. Vitrag Sureshkumar Modi; none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid item no. 02.

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

Place: Surat
Date: 26.07.2024

Sd/-
Ashvin Variya
Company Secretary & Compliance Officer

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