



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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF ZOTA HEALTH CARE LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, MARCH 26, 2025 AT 11:00 A.M THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES.

THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT ZOTA HOUSE, 2 / 896, HIRA MODI STREET, SAGRAMPURA, SURAT – 395002, GUJARAT, INDIA.

SEPCIAL BUSINESSES:

ITEM NO: 1 ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE NON-PROMOTER GROUP CATEGORY

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") and the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment thereof), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**") to the extent applicable, the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited ("**Stock Exchange**" or "**NSE Limited**") on which the equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended from time to time, and rules and regulations made thereunder, if any, and subject to other applicable rules, regulations, guidelines, notification, circular and clarifications issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Government of India ("**GoI**"), Stock Exchange and / or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities"), from time to time and to the extent applicable, the approval of members be and is hereby accorded to create, offer, issue and allot, up to 7,95,000 (Seven Lakhs Ninety Five Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 900/- (Rupees Nine Hundred Only) per Equity Share (including premium of Rs. 890/- (Rupees Eight Hundred Ninety Only)) aggregating to an amount of up to Rs. 71,55,00,000/- (Rupees Seventy One Crores Fifty Five Lakhs Only) or price which is determine in accordance with Chapter V of the SEBI ICDR Regulations, 2018 whichever is higher, for consideration in cash, by way of Preferential Allotment in one or more tranches (hereinafter referred to as "**Proposed Allottee(s)**") and as mentioned in the Explanatory Statement annexed hereunto to this Notice, and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, thinks fit.

The list of Proposed Allottee(s) to whom Equity shares would be issued are as under:

SR. NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY (PROMOTER / NON-PROMOTER)	PROPOSED NO OF EQUITY SHARES IN THE COMPANY TO BE ALLOTTED
1	Valiant Mauritius Partners Offshore Limited	Non-Promoter	5,65,086
2	Valiant Mauritius Partners Limited	Non-Promoter	2,29,914
TOTAL			7,95,000

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the “Relevant Date” for the purpose of determining the issue price of the Equity Shares shall be Monday, February 24, 2025, being the date 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Subscribers be recorded for the issue for invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 to be issued to the Subscribers inviting it to subscribe to the Equity Shares, only after the consent of the Members of the Company is hereby accorded to the issuance of the same to the Subscribers inviting it to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the complete record of private placement be maintained in Form PAS-5.

RESOLVED FURTHER THAT the Equity Shares, to be issued to the Proposed Allottee(s), be listed on National Stock Exchange of India Limited and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the Listing and Trading of the said Equity Shares and admission of the Equity Shares with the depositories viz. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) and for the credit of such equity shares to the respective dematerialized securities accounts of the Proposed Allottee(s).

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the Chapter V of the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the abovementioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding of the Proposed Allottee(s), if any, in the Company shall be subject to locked-in as stipulated in the provisions of Regulation 167 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director and / or the Company Secretary and the Compliance Officer of the Company and / or any person authorized by the Board be & are hereby jointly and / or severally authorized to do all such acts, deeds, matters and

things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange for obtaining In-principle approval, Listing of shares approval, Trading approval and filing of requisite documents with the Registrar of Companies and RBI, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Equity Shares and utilization of issue proceeds without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any such persons, as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purposes of the Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment.”

ITEM NO: 2 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 read with 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 fit, 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. 5,00,00,00,000/- (Rupees Five Hundred Crores Only) at any time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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.”

ITEM NO: 3 APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY EVERYDAY HERBAL BEAUTY CARE PRIVATE LIMITED, IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 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 185 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (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, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for advancing loan(s) and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan(s) taken / to be taken from financial institutions / banks / or any other person(s) / bodies corporate(s) by M/s Everyday Herbal Beauty Care Private Limited (“EHBCPL”), an entity in whom any of the director(s) of the Company is/are interested as specified in the explanation to Sub-section (b) of Section 2 of the section 185 of the Companies Act, 2013, up to an aggregate outstanding amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only) in one or more tranches as and at such time or times and in such form or manner the Board may think fit in their absolute discretion and in the interest of the Company, provided that such loans are utilized by EHBCPL for its principal business activities.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, 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.”

**By Order of the Board of Directors
For Zota Health Care Limited**

Sd/-

Ashvin Variya

Company Secretary & Compliance Officer

Place: Surat

Date: February 26, 2025

Registered Office:

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat – 395002, Gujarat

Notes:

- a. Pursuant to 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, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (herein after referred to as “MCA Circulars”) and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- b. In terms of the MCA circulars, since this EGM is being held through VC / OAVM pursuant to the MCA’s circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- c. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the EGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting.
- d. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
- e. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- f. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

- h. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.zotahealthcare.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- i. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
- j. In compliance with the aforesaid MCA Circulars and SEBI Circular. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023; Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the EGM 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>
- k. Members who have not yet registered their email 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.
- l. An Explanatory Statement pursuant to Section 102 of the Act ("Explanatory Statement"), relating to the Special Businesses as set out in Item No. 1, 2 and 3 is annexed to the Notice.
- m. As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cszota@zotahealthcare.com at least one week before the EGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
- n. Members may note that the information/document as referred in the notice and explanatory statements are available for the inspection and to have a access of the same members are requested to write to the Company on or before March 25, 2025 through email at cszota@zotahealthcare.com. The same will be addressed by the Company suitably.
- o. E-voting:**

 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-

Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

- ii) The members who are entitled to vote and participate in the EGM through VC / OAVM, and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the EGM.
- iii) The members who have voted through e-voting are also entitled to attend/ participate in the EGM through VC / OAVM but not entitled to cast their vote during the meeting.
- iv) The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as a scrutinizer to scrutinize the e-voting during the Extraordinary General Meeting and the remote e-voting process in a fair and transparent manner.
- v) The Cut-off date for the purpose of e-voting is Friday, March 21, 2025. Members whose names are appearing on Register of Members on Friday, March 21, 2025 are entitled to vote through e-voting.
- vi) The e-voting facility will be start from Sunday, March 23, 2025 at 9:00 IST and will end on Tuesday, March 25, 2025 on 17:00 IST.

Since this EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

The remote e-voting period begins on Sunday, March 23, 2025 at 9:00 IST and will end on Tuesday, March 25, 2025 on 17:00 IST. 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 21, 2025 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 21, 2025.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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

	<p>prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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>  App Store  Google Play</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

	<p>option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

B) Login Method for e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 and joining virtual meeting 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.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the

User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions at least one week before EGM mentioning their name demat account number/folio number, email id, mobile number at cszota@zotahealthcare.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO: 1

The Special Resolution contained in Item No. 1 of the Extraordinary General Meeting Notice, has been proposed pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and in accordance with the applicable guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), to create, offer, issue and allot up to 7,95,000 (Seven Lakhs Ninety Five Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 900/- (Rupees Nine Hundred Only, (including premium of Rs. 890/- (Rupees Eight Hundred Ninety Only)) per equity share, aggregating to an amount of up to Rs. 71,55,00,000/- (Rupees Seventy One Crores Fifty Five Lakhs Only) on preferential basis to the Non-Promoter Group Category.

The said proposal has been considered and approved by the Board in their meeting held on February 26, 2025.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, Equity Shares, by way of preferential allotment to the Proposed Allottee(s). The relevant details / disclosures of the proposed issue are given below:

Disclosures prescribed under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, as may be applicable, in respect of the Resolution proposed at Item No. 01 are as follows:

i. Object(s) of the proposed issue of equity shares:

The proceeds of the issue will be utilized for:

- Further expansion of ‘DAVAINDIA’ Project – To expand the footprints of Davaindia Generic Pharmacy stores with the blend of Franchisee Owned Franchisee Operated (“FOFO”) Stores and Company Owned Company Operated (“COCO”) Stores; the COCO stores are being operated by M/s Davaindia Health Mart Limited, the Wholly Owned Subsidiary (“WOS”) of the Company. Further, for the expansion of COCO stores, the Company shall infuse the funds in the WOS via Equity and/or debt.
- Working Capital requirements; and
- General Corporate Purposes of the Company.
(Collectively referred to as “Objects”)

The object-wise funds utilisation would be as below:

Object	DAVAINDIA Store Variant	Fund Utilisation (In Rs.)	Tentative Timeline for utilization of proceeds	Mode in which funds will be kept until fully utilised
Expansion of ‘DAVAINDIA’ Project	FOFO	9,30,15,000	Within 12 months from the date of receipt of funds of equity shares.	Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company or it shall be parked in the form of Fixed Deposit(s) with the Schedule Bank.
	COCO	47,93,85,000		
Working Capital requirements of the Company	-	7,15,50,000		
General Corporate Purposes	-	7,15,50,000 #		
Total		71,55,00,000		

Not more than 25% of the issue proceeds shall be utilized for general corporate purposes, which includes inter alia, meeting on going general contingencies, expenses of the company as applicable, in such a manner and proportion as may be decided by the Board from time to time and/or any other general corporate purposes as may be permissible under applicable laws.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may differ +/- 10% depending upon the future business related circumstances. The Objects as stated above are based on future business plans, estimates and such other commercial and technical factors; and the same is dependent on a variety of factors such as financial, market and industry conditions, business performance and strategy, competition and other external environment factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors as aforementioned, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board and in compliance with applicable laws. This may result into rescheduling, revising and altering the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

As the total issue size under this notice does not exceed Rs. 100 crores, the Company is not required to appoint any monitoring agency as stipulated under Regulation 162A of SEBI ICDR Regulations.

ii. Type and Number of Securities to be issued, Basis of Price and amount to be raised:

The resolution set out in the accompanying notice authorizes the Board to issue and allot to the Non-Promoter Group Category, up to 7,95,000 (Seven Lakhs Ninety Five Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 900/- (Rupees Nine Hundred Only, (including premium of Rs. 890/- (Rupees Eight Hundred Ninety Only)) per equity share, aggregating to an amount of up to Rs. 71,55,00,000/- (Rupees Seventy One Crores Fifty Five Lakhs Only).

iii. The price or price band at/within which the allotment is proposed:

The issue price is Rs. 900/- (Rupees Nine Hundred Only, (including premium of Rs. 890/- (Rupees Eight Hundred Ninety Only)) per Equity Share or at such price being not less than higher of the average price as calculated with reference to the relevant date in accordance with the regulation 164(1) of the SEBI ICDR Regulations, whichever is higher.

Accordingly, the issue of equity shares of the Company on preferential basis shall be made at a price not less than higher of the following:

- a. The 90 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date price; or
- b. The 10 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date price; or

The Articles of Association of the Company does not provide any valuation method for determination of price of the shares.

Pursuant to the above, the minimum price determined in accordance with regulation 164(1) of SEBI ICDR Regulations is Rs. 897.377/- (Rupees Eight Hundred Ninety Seven and Three Seven Seven Paise Only) per equity share.

Further, as the proposed issue does not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the requirement to obtain a valuation report from independent registered valuer is not applicable to the Company and the price has been determined in accordance with the regulation 164(1) of the SEBI ICDR Regulations only.

In view of above, the Board of Directors of the Company has fixed issue price at Rs. 900/- (Rupees Nine Hundred Only) per equity share which is above the minimum price determined in compliance with SEBI ICDR Regulations.

iv. Basis on which the Minimum price has been arrived at and justification for the price (including premium, if any):

The Company is listed on National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

Accordingly, the issue of equity shares of the Company on preferential basis shall be made at a price not less than higher of the following:

- a. The 90 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date price i.e. Rs. 897.377/-; or
- b. The 10 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date price i.e. Rs. 888.122/-; or

The Articles of Association of the Company does not provide any valuation method for determination of price of the shares.

Hence, in accordance with Regulation 164(1) of the SEBI ICDR Regulations minimum price determined is Rs. 897.377/- (Rupees Eight Hundred Ninety Seven and Three Seven Seven Paise Only) per equity share.

Further, as the proposed issue does not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the requirement to obtain a valuation report from independent registered valuer is not applicable to the Company and the price has been determined in accordance with the regulation 164(1) of the SEBI ICDR Regulations only.

v. Relevant Date with reference to which the price has been arrived at:

The Equity Shares in the Preferential Allotment shall be allotted at a price, determined in accordance with the Chapter V of the SEBI (ICDR) Regulations, 2018 considering the Relevant Date as Monday, February 24, 2025 i.e. 30 days prior to the date on which the meeting of shareholders is to be held.

vi. The class or class of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Non-Promoter Group Category.

vii. Proposal / Intent of the promoters, directors, key management personnel or senior management of the Company to subscribe to the offer:

None of the promoters, directors, key management personnel or senior management of the Company intend to subscribe to the offer of Equity Shares of the Company.

viii. Proposed Time frame within which the preferential issue shall be completed:

The Equity Shares pursuant to the Issue, shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

ix. Change in control or composition of the Board:

Subsequent to the proposed issue of Equity Shares on Preferential Basis, there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

x. Lock-in:

The Equity Shares to be allotted to the Proposed Allottee(s), including the pre-preferential allotment shareholding of the Proposed Allottee, if any, will be subject to applicable lock-in and transfer restrictions stipulated under the SEBI ICDR Regulations, as may be applicable.

xi. Company Secretary's Certificate:

A copy of the certificate from Mr. Ranjit Binod Kejriwal., the Practicing Company Secretary (ICSI Membership No.: F6116, CP No. 5985), certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as may be applicable, shall be open for inspection by the members during the meeting and the same has also been made available on the website of the Company and the same can be accessed from the link <https://www.zotahealthcare.com/wp-content/uploads/2025/03/Certificate-under-163-Equity-Shares.pdf>

xii. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, i.e. from April 1, 2024, till the date of this notice, the Company has made following allotments on Preferential basis:

- i) following the receipt of an amount equivalent to 75% (being warrant exercise price) Rs. 227.25/ of the warrant issue price i.e. Rs. 303/- per warrant, the Company has allotted 6, 79,500 equity shares upon conversion of warrants on April 06, 2024 to 13 allottees and 7,500 equity shares upon conversion of warrants on May 07, 2024 to 1 allottee. These fully convertible warrants were allotted on July 18, 2023.
- ii) 8,73,294 Equity Shares were allotted at the issue price of Rs. 509/- per equity share (including premium of Rs. 499/- per equity share) on August 14, 2024 to 57 allottees.
- iii) pursuant to the receipt of 25% (being warrant subscription price) Rs. 127.25/ of the warrant issue price i.e. Rs. 509/- per fully convertible warrants, the Company has allotted 26,44,836 Fully Convertible Warrants on August 14, 2024 to 57 allottees.
- iv) following the receipt of an amount equivalent to 75% (being warrant exercise price) Rs. 381.75/- of the warrant issue price i.e. Rs. 509/- per warrant, the Company has allotted equity shares upon conversion of warrants in three tranches, the details of the same are as below. These fully convertible warrants were allotted on August 14, 2024.
 - i. 1,63,425 on December 04, 2024 to 17 allottees.
 - ii. 2,23,080 on January 13, 2025 to 8 allottees
 - iii. 88,407 on February 13, 2025 to 2 allottees.
- v) 7,52,500 Equity Shares were allotted at the issue price of Rs. 820/- per equity share (including premium of Rs. 810/- per equity share) on February 20, 2025 to 4 allottees.
- vi) pursuant to the receipt of 25% (being warrant subscription price) Rs. 205/- of the warrant issue price i.e. Rs. 820/- per fully convertible warrants, the Company has allotted 7,52,500 Fully Convertible Warrants on February 20, 2025 to 4 allottees.

xiii. Valuation for consideration other than cash, if any and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The Company is issuing Equity Shares to Proposed Allottee(s) in Cash, therefore, requirement of obtaining valuation report from the registered valuer for consideration other than cash is not applicable.

The proposed preferential issue for consideration in cash will be subject to conditions including receipt of shareholder's approval, compliance with the provisions of Chapter V of SEBI ICDR Regulations, 2018, as amended from time to time, Listing Regulations, Memorandum and Articles of your Company and other applicable rules, Regulations of SEBI and other appropriate authorities.

xiv. Shareholding pattern of the Company before and after the Preferential Allotment:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 1 to this notice.

Sr. No.	Category & Name of the Members	Pre-preferential allotment		Post-preferential allotment	
		Shareholding pattern		Shareholding pattern	
		No. of shares held as on record date	% Share holding	No. of shares	% of holding
A	Promoter and Promoter Group				
1	Indian				
a)	Individuals/Hindu undivided Family	17115770	54.24	17115770	52.90
	Sub-Total	17115770	54.24	17115770	52.90
b)	Bodies Corporate	0	0.00	0	0.00
2	Foreign Promoter	0	0.00	0	0.00
	Sub-Total (A)	17115770	54.24	17115770	52.90
B	Non-Promoters' Holding				
1	Institutional Investors	2291733	7.26	3086733	9.54
2	Non-Institutional				
a)	Private Corporate Bodies	0	0.00	0	0.00
b)	Directors & Relatives	250743	0.79	250743	0.78
c)	Indian Public	9554747	30.28	9554747	29.53
d)	Other (Including NRIs)				
	(ii) Hindu undivided Families	660057	2.09	660057	2.04
	(iii) NRI	76836	0.24	76836	0.24
	(v) Corporate Bodies	1400136	4.44	1400136	4.33
	(vi) Firm	207435	0.66	207435	0.64
	Sub-Total (B)	14441687	45.76	15236687	47.10
	Grand Total (A) + (B)	31557457	100.00	32352457	100.00

Notes:

1. Pre-preferential allotment shareholding pattern has been prepared based on shareholding of the Company as on February 24, 2025 on a fully diluted basis assuming conversion of outstanding 29,22,424 warrants into equity shares.
2. Assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared.

3. *Post-preferential allotment shareholding pattern is derived after considering preferential allotment of Equity Shares proposed to be made under this notice.*

xv. Particulars of Proposed Allottee(s), details of Ultimate Beneficial Owners, (If applicable) and the percentage of the post preferential issue shareholding that may be held by them:

Name of proposed Allottee(s)	Ultimate Beneficial Owners, (If applicable)	Pre-Issue		Post Issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
Valiant Mauritius Partners Offshore Limited	Christopher Robert Hansen	0	0.00	5,65,086	1.75
Valiant Mauritius Partners Limited	Christopher Robert Hansen	0	0.00	2,29,914	0.71

Note: Pre issue No of Shares and % are derived on a fully diluted basis conversion of outstanding 29,22,424 warrants into equity shares.

Post-preferential allotment shareholding pattern is derived after considering preferential allotment of Equity Shares proposed to be made under this notice.

xvi. Material Terms of the Issue

The material terms of the proposed preferential issue of the Equity Shares are provided in the special resolution as set out at Item No. 1 of this notice.

xvii. Undertakings:

As the equity shares of the Company are listed on recognized stock exchange for a period more than 90 (ninety) trading days as on the Relevant Date, the price computation and lock-in extensions, required pursuant to Regulations 164 and 167 of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163 of the SEBI ICDR Regulations are not applicable.

However, the Company hereby undertakes as follows:

- I. The Company shall re-compute the price of the Equity Shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI ICDR Regulations where it is required to do so.
- II. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

xviii. Current and proposed status of the allottee(s) post preferential issue, namely promoter or non-promoter:

None of the Proposed Allottee(s) are promoters or part of promoter group of the Company as on the date of this notice. Further, post allotment of equity shares, they will be categorized as Non-promoter (public shareholders) of the Company.

xix. Further Disclosures

Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations and RBI guidelines.

None of Company's Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

The proposed allottees have not sold or transferred any Equity Shares of the Company during the 90 (ninety) days preceding the Relevant Date.

The Company does not have any outstanding dues to the SEBI, the stock exchange or the depositories.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange.

The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested in the aforesaid special resolution, save and except to the extent of their directorship/ shareholding, if any.

The Board of Directors of the Company recommends passing of the resolutions as set out at Item No 1 as a special resolution.

ITEM NO. 2

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 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 Companies Act, 2013, 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 Companies Act, 2013, 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 Companies Act, 2013. Therefore, the Board of Directors of the Company in their meeting held on February 26, 2025, 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 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. 5,00,00,00,000/- (Rupees Five 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/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. 2 of the accompanying Notice, for members' approval.

ITEM NO. 3

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with relevant rules made thereunder, if applicable, as amended from time to time, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

Pursuant to the provisions of Section 185(2) of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested as specified in the explanation to Sub-section (b) of Section 2 of the section 185 of the Companies Act, 2013, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

With a view to meet the fund requirements and render support to the subsidiaries of the Company in which director(s) of the Company is/are interested or deemed to be interested from time to time, by infusing funds into their business for their operational and expansion activities; the Board of Directors of the Company in their meeting held on February 26, 2025, have subject to the approval of shareholders of the Company, approved the proposal to provide assistance from time to time in the form of advancing any loan(s), giving any guarantee(s) or providing any security(ies) to M/s Everyday Herbal Beauty Care Private Limited (“EHBCPL”), in one or more tranches as the Board of the Directors in its absolute discretion deems fit and in the best interest of the Company, with in whom any of the Director(s) of the Company from time to time is/are interested or deemed to be interested upto an aggregate limit of Rs. 50,00,00,000/- (Rupees Fifty Crores Only).

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan(s), guarantee(s) or security(ies) through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company.

Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by EHBCPL for the purpose of its principal business activities.

Pursuant to Section 102 of the Companies Act, 2013; the Board of Directors of the Company do hereby confirm that except Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole-time Directors of the Company, to the extent of their shareholdings in the Company and directorship in EHBCPL, 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. 3 of the accompanying Notice, for members’ approval.

**By Order of the Board of Directors
For Zota Health Care Limited**

Sd/-

Ashvin Variya

Company Secretary & Compliance Officer

Date: February 26, 2025

Place: Surat