



April 13, 2026

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Trading Symbol: ZOTA

Subject: Postal Ballot Notice – Response to Proxy Advisory Firm

Dear Sir/Madam,

We, Zota Health Care Limited (the “Company”), acknowledge receipt of the email from Institutional Investor Advisory Services (IIAS) dated March 28, 2026, received at 12:17 hrs (IST) and the proxy advisory report attached therein dated March 27, 2026, setting out voting recommendations in relation to the resolution for “*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*” proposed to be passed vide Postal Ballot Notice dated March 13, 2026, via remote e-voting scheduled from March 18, 2026 at 9:00 A.M. (IST) to April 16, 2026 at 5:00 P.M. (IST).

In order to ensure that shareholders as well as IIAS have an intact understanding of material facts, we wish clarify as follows:

1. In the explanatory statement of the Notice of Postal Ballot, we have stated that “*Keeping Company’s future business expansion plans at helm, investment opportunities, strategic acquisitions and obligations of the Company towards business requirements and growth plan of its Subsidiaries, the Company may be required to give loan(s) and/or guarantee(s) and/or or provide security(ies) in connection with a loan(s) to any other body corporate(s) or person(s) and/or make investment(s) in excess of the limits specified in Section 186(2) of the Act.*”

The above statement clearly indicates that the said limit wouldn’t only be utilised for providing loans to Davaindia Health Mart Limited, but it also includes making strategic acquisitions, capitalizing good investments opportunities and extending support to the Subsidiaries keeping in view the overall growth prospects of the Company.

2. Further, the said transactions will solely depend on the future fund requirements of the Subsidiaries and thus, it can’t be foreseen at the current stage. Whereas, given that the Company largely operates through Davaindia Health Mart Limited, which contributes to substantial portion of our revenues, the Company needs to maintain sufficient headroom to extend financial support in the form of working capital requirements to manage the large store network of Davaindia.

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Web: www.zotahealthcare.com
CIN: L24231GJ2000PLC038352

3. Further, Section 186(4) of the Companies Act, 2013 states that *“the Company shall disclose to the members in the financial statement the full particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security.”*

As per the aforesaid requirement, the Company is disclosing all requisite information in its Annual Audited Financial Statements.

4. Considering all the public disclosures which have already been made including the recent investments made via the funds raised through QIP, it can be perceived that the Company has already exceeded the limits of ₹500 crores which has been approved by the members of the Company in its meeting held on March 26, 2025. As the said limit has been exhausted, the Company would require to increase the limit from ₹500 crores to ₹1,000 crores to have ample headroom to provide loans, investments, guarantee or security.
5. As far as the concern is regarding potential use of funds for any body corporate, including promoter-group entities, shall be adequately addressed while complying with the existing legal and governance framework and necessary shareholders approvals shall be ascertained wherever applicable as stipulated under the regulatory framework.

Whilst the Company remains committed to transparency, the Board remains bound by its fiduciary duties to act in the best interests of the Company and all its shareholders.

A copy of the aforesaid response is also available on the website of the Company i.e. www.zotahealthcare.com.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Zota Health Care Limited**

Ashvin Variya
(Company Secretary & Compliance Officer)

Place: Surat