

July 13, 2023

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

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Scrutinizer's Report and Voting Results for the Extraordinary General Meeting (EGM) of the Company held on Wednesday, July 12, 2023

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we, Zota Health Care Limited (the "Company") are enclosing herewith voting results of the EGM of the Company which was held on Wednesday, July 12, 2023 at 11:00 A.M. through Video Conferencing/ Other Audio Visual Means on the National Securities Depository Limited (NSDL) virtual platform.

Further, the Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretaries, as a Scrutinizer for the purpose of conducting the remote e-voting and e-voting during the EGM in a fair and transparent manner. The copy of the Scrutinizer's Report received from him is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the EGM have been duly approved by the shareholders with requisite majority.

The aforesaid voting result of the EGM along with Scrutinizer's Report is placed on the website of the Company i.e. at www.zotahealthcare.com and is also place at the registered office of the Company for shareholders information.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

Ashvin Variya
(Company Secretary & Compliance Officer)
Place: Surat
Encl: a/a

Registered Office:

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002 Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web: www.zotahealthcare.com

CIN: L24231GJ2000PLC038352

ZOTA HEALTH CARE LIMITED
Voting Results - EXTRAORDINARY GENERAL MEETING (EGM)
[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Date of the EGM	12-07-2023
Total number of shareholders on record date	7234
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	10
Public	27

Resolution No. 1: Issuance of Equity Shares on a Preferential Basis to Non - Promoter Group Category								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17099342	9016452	52.73	9016452	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	9016452	52.73	9016452	0	100	0
Public - Institutions	E-Voting	10000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	10000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8050985	1462438	18.16	1460704	1734	99.88	0.12
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8050985	1462438	18.16	1460704	1734	99.88	0.12
Total	25160327	10478890	41.65	10477156	1734	99.98	0.02	

Resolution No. 2: Issuance of Fully Convertible Warrants on a Preferential Basis to Non - Promoter Group Category								
Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17099342	9016452	52.73	9016452	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17099342	9016452	52.73	9016452	0	100	0
Public - Institutions	E-Voting	10000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	10000	0	0	0	0	0	0
Public - Non Institutions	E-Voting	8050985	1462438	18.16	1461004	1434	99.90	0.10
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	8050985	1462438	18.16	1461004	1434	99.90	0.10
Total	25160327	10478890	41.65	10477456	1434	99.99	0.01	



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

SCRUTINIZER'S REPORT

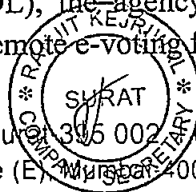
[Pursuant to section 108 of the Companies Act, 2013
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Of Extra-Ordinary General Meeting of the members of
Zota Health Care Limited
CIN: L24231GJ2000PLC038352
held on 12th July, 2023
through Video Conferencing (VC) or Other Audio Visual Means (OAVM),
At 11.00 A.M.

Dear Sir,

Sub.: Scrutinizer's report on E voting

1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Zota Health Care Limited for the purpose of scrutinizing the remote e-voting process along with e-voting process during the EOGM and ascertaining the requisite majority on remote e-voting / e-voting process during the EOGM carried out as per the provisions of section 100 and 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Extra-Ordinary General Meeting (EOGM) of the members of the company, held at 11.00 AM. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Wednesday, 12th day of July, 2023.
2. At the EGM of the Company held on 12th day of July, 2023, the Company has also provided facility for e-voting process during the EOGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the EOGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting during the EOGM conducted for the resolutions contained in the Notice to the EOGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting at the EOGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.



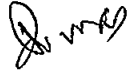
1, Aastha, Hira Modi Sheri, Ring Road, Surat 395 002 | 0261-2331123 | rbksurat@gmail.com
202 Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai - 400 057. | 022-49737235 | csrbkmumbai@gmail.com

ADVISORY | AUDIT | TAX | GST | CORPORATE LAWS | IPO | LOAN | RESTRUCTURING | VALUATION |

NCLT | INSOLVENCY | COST ACCOUNTING | BUSINESS MANAGEMENT

4. Further to the above, I submit my reports as under:

- i. The e-voting period was from 09th July, 2023 at 9.00 a.m. to 11th July, 2023 at 5.00 p.m.
- ii. The members of the Company as on the "cut-off" date i.e. 07th July, 2023 were entitled to vote on the resolutions (item No. 01 to 02 as set out in the notice of the EOGM of the Company).
- iii. The votes cast were unblocked on 12th July, 2022 at 15.50 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Krishnavtar Gupta** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Mr. Krishnavtar Gupta**

- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. [https://www.evoting.nsdl.com/..](https://www.evoting.nsdl.com/)
- v. The combined result of remote e-voting and e-voting during EOGM is as under:

RESOLUTION NO. 1:

ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO NON - PROMOTER GROUP CATEGORY.

"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.10.00/- 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 6,87,000 (Six Lakhs EightySeven Thousand) Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each, at an issue price of Rs. 303/- (Rupees Three Hundred and Three Only) (including a premium of Rs. 293/- (Rupees Two Hundred and Ninety Three Only))



aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand 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	Asha Mukul Agrawal	Non Promoter	4,50,000
2	Demeter Advisors LLP	Non Promoter	65,000
3	Gaurishankar Jhalani	Non Promoter	50,000
4	Pankaj Prasoon HUF	Non Promoter	27,000
5	Vijay Ramvallabh Khetan	Non Promoter	17,500
6	Amit Bhailal Maru	Non Promoter	15,000
7	Prasun Exponentials LLP	Non Promoter	12,500
8	Manish Gupta	Non Promoter	7,500
9	Sangeeta Mahavirprasad Agrawal	Non Promoter	7,500
10	Prajakta Sushil Patil	Non Promoter	7,500
11	Rishi Kedia	Non Promoter	7,500
12	Snehlata Ashok Kumar Todi	Non Promoter	7,500
13	Ten Eighty Investments	Non Promoter	7,500
14	Rahul Gupta	Non Promoter	5,000
TOTAL			Up to 6,87,000

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, June 12, 2023, 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 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.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	21	92,37,324	18	92,35,590	3	1,734	0	0
E-Voting at EOGM	3	12,41,566	3	12,41,566	0	0	0	0
Total	24	1,04,78,890	21	1,04,77,156	3	1,734	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 2:

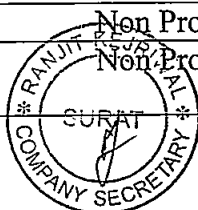
ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO NON -PROMOTER GROUP CATEGORY



“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.10.00/- 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 6,87,000 (Six Lakhs Eighty Seven Thousand) fully convertible warrants (**“Warrants”**) each convertible into, or exchangeable, at an option of Warrant Holder(s)/ Proposed Allottee(s), within a maximum period of 18 (eighteen) months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupees Ten) each, at an issue price of Rs. 303/- (Rupees Three Hundred and Three Only, (including the warrant subscription price and the warrant exercise price)) (**“Warrant Issue Price”**) each aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand 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 **“Warrant Holder(s)/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 Warrant Holder(s)/Proposed Allottee(s) to whom Equity shares would be issued are as under:

SR. NO	NAME OF WARRANT HOLDER(S) / PROPOSED ALLOTTEE(S)	CATEGORY (PROMOTER / NON PROMOTER)	PROPOSED NO OF WARRANTS IN THE COMPANY TO BE ALLOTTED
1	Asha Mukul Agrawal	Non Promoter	4,50,000
2	Demeter Advisors LLP	Non Promoter	65,000
3	Gaurishankar Jhalani	Non Promoter	50,000
4	Pankaj Prason HUF	Non Promoter	27,000
5	Vijay Ramvallabh Khetan	Non Promoter	17,500
6	Amit Bhailal Maru	Non Promoter	15,000
7	Prasun Exponentials LLP	Non Promoter	12,500
8	Manish Gupta	Non Promoter	7,500
9	Sangeeta Mahavirprasad Agrawal	Non Promoter	7,500



10	Prajakta Sushil Patil	Non Promoter	7,500
11	Rishi Kedia	Non Promoter	7,500
12	Snehlata Ashok Kumar Todi	Non Promoter	7,500
13	Ten Eighty Investments	Non Promoter	7,500
14	Rahul Gupta	Non Promoter	5,000
TOTAL			Up to 6,87,000

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the "Relevant Date" for the purpose of determining the price for the issue of Warrants shall be Monday, June 12, 2023, being the date 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held.

RESOLVED FURTHER THAT without prejudice to the generality of the resolution as aforementioned, the issue of Warrants shall be subject to following terms:

- I) The Warrants 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 the Equity Shares to be so allotted on exercise of the Warrants 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.
- II) The Equity Shares to be allotted on exercise of the Warrants 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.
- III) The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s)/ Proposed Allottee(s) at any time before the expiry of 18 (eighteen) months from the date of allotment of the Warrants.
- IV) An amount equivalent to 25% (i.e. the upfront amount) of the warrant issue price i.e. Rs. 75.75 (Rupees Seventy Five and Seventy Five Paise) will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the warrant issue price of the Equity Shares i.e. Rs. 227.25 (Rupee Two Hundred Twenty Seven and Twenty Five Paise) shall be payable by the Warrant holder(s)/ Proposed Allottee(s) at the time of exercising the Warrants.
- V) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- VI) The entire pre-preferential allotment shareholding of the Warrant Holder(s)/ 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.
- VII) The respective Warrant Holders(s)/ Proposed Allottee(s) may exercise the option attached to the Warrants, in one or more tranches, before the expiry of 18 (eighteen) months by making written application to the Company indicating exact number of Warrants to be exercised along with amount payable. The Company shall



accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form

- VIII) The respective Warrant Holders(s)/ Proposed Allottee(s) shall make Payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- IX) In the event the Warrant holder(s)/ Proposed Allottee(s) does not exercise the Warrants within 18 (eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- X) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under the provisions of Regulation 167 of the SEBI ICDR Regulations.
- XI) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder(s)/ Proposed Allottee(s) thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Warrant Holder(s)/ Proposed Allottee(s) be recorded for the issue for invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 to be issued to the Warrant Holder(s)/ Proposed Allottee(s) inviting it to subscribe to the Warrants, 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 Warrants.

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

RESOLVED FURTHER THAT the Warrants and Equity Shares upon conversion, to be issued to Warrant Holder(s)/ 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 Warrant and Equity Shares upon conversion and admission of the Warrants and Equity Shares upon conversion 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 Warrant Holder(s)/ Proposed Allottee(s).

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 Warrants and Equity Shares upon conversion and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

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 Warrants and Equity Shares upon conversion 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.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	21	92,37,324	19	92,35,890	2	1,434	0	0
E-Voting at EOGM	3	12,41,566	3	12,41,566	0	0	0	0
Total	24	1,04,78,890	22	1,04,77,456	2	1,434	0	0

This resolution is passed with requisite majority as a Special Resolution.

Thanking You,
Yours faithfully,



Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985



Place: Surat

Date: 12-07-2023

UDIN: **F006116E000597443**