

March 04, 2024

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: Intimation for executing “Share Subscription and Shareholders’ Agreement”

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance to intimation dated October 27, 2023, regarding acquisition of 56% stake in EVERYDAY HERBAL GROUP, we Zota Health Care Limited (the “Company”) wish to inform you that two separate entities M/s Everyday Herbal Beauty Care Private Limited (“EHBCPL”) and M/s Everyday Herbal Beauty and Wellness Care Private Limited (“EHBWCPL”) has been incorporated and the Company has in obligation of MOU, signed and executed Share Subscription and Shareholders’ Agreement to acquire of 56% stake in EHBCPL & EHBWCPL.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are annexed herewith as **Annexure-I, and Annexure – II.**

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

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

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

Annexure – I

Sr No.	Particulars	Details	
1	The name(s) of parties with whom the agreement is entered	The Share Subscription and Shareholders' Agreement is entered between Everyday Herbal Beauty and Wellness Care Private Limited ("EHBWCPL") and Arvind Vanechand Kubadiya (Promoter & Shareholder of EHBWCPL) and Rajesh Vanechand Kubadiya (Promoter & Shareholder of EHBWCPL) and Ankita Arvind Kubadia (Promoter & Shareholder of EHBWCPL) and Zota Health Care Limited.	The Share Subscription and Shareholders' Agreement is entered between Everyday Herbal Beauty Care Private Limited ("EHBCPL") and Arvind Vanechand Kubadiya (Promoter & Shareholder of EHBCPL) And Rajesh Vanechand Kubadiya (Promoter & Shareholder of EHBCPL) And Zota Health Care Limited.
2	The purpose of entering into the agreement	To set out the terms and conditions for issuance and allotment of 7,12,730 (Seven Lakhs Twelve Thousand Seven Hundred and Thirty Only) equity shares of EHBWCPL to the Company and determine relationship between the Parties hereto and their rights and obligations in relation to the Investment in the EHBWCPL and other matters in connection therewith including the management of the EHBWCPL.	To set out the terms and conditions for issuance and allotment of 37,03,640 (Thirty Seven Lakhs Three Thousand Six Hundred and Forty Only) equity shares of EHBCPL to the Company and determine relationship between the Parties hereto and their rights and obligations in relation to the Investment in the EHBCPL and other matters in connection therewith including the management of the EHBCPL.
3	The shareholding, if any, in the entity with whom the agreement is executed;	Nil	Nil
4	The significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	The Company shall have a pro rata pre-emptive right of subscription on further issuance in the EHBWCPL.	The Company shall have a pro rata pre-emptive right of subscription on further issuance in the EHBCPL.
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	NA	NA
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	NA	NA
7	In case of issuance of shares to the parties,	Issue and allotment on preferential basis of 7,12,730 (Seven Lakhs	Issue and allotment on preferential basis of 37,03,640

	details of issue price, class of shares issued;	Twelve Thousand Seven Hundred And Thirty Only) Equity Shares at the face value of Rs. 10/- each	(Thirty Seven Lakhs Three Thousand Six Hundred And Forty Only) Equity Shares at the face value of Rs. 10/- each
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Nil	Nil
9	<p>in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.</p>	NA	NA

Annexure – II

Particulars	Details	
Name of the target entity, details in brief such as size, turnover etc	<p>Name: Everyday Herbal Beauty and Wellness Care Private Limited, a Company incorporated under Companies Act, 2013, having CIN U47720GJ2023PTC146663 and having its registered office in Bhachau, Gujarat.</p> <p>Turnover: Since the above mentioned entity is being incorporated in the month of December, 2023 details of the turnover is not available.</p>	<p>Name: Everyday Herbal Beauty Care Private Limited, a Company incorporated under Companies Act, 2013, having CIN U46497GJ2023PTC146778 and having its registered office in Bhachau, Gujarat.</p> <p>Turnover: Since the above mentioned entity is being incorporated in the month of December, 2023 details of the turnover is not available.</p>
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>The execution of the Share Subscription and Shareholders’ Agreement (SSSA) does not fall within the purview of related party transactions.</p> <p>The promoter / promoter group / group companies of the Company do not have any interest in EHBWCPL whose Equity shares are being acquired.</p>	<p>The execution of the Share Subscription and Shareholders’ Agreement (SSSA) does not fall within the purview of related party transactions.</p> <p>The promoter / promoter group / group companies of the Company do not have any interest in EHBCPL whose Equity shares are being acquired.</p>
Industry to which the entity being acquired belongs	Personal care	Personal care
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	EHBWCPL will be engaged in business of research and development, manufacturing, distribution, marketing and selling of herbal, ayurvedic, organic, cosmetics and FMCG products is manufactured under ‘KHADI’ mark or logo with valid and approved REGP and PMEGP license granted by Khadi and Village Industrial Commission, Government of India.	EHBCPL will be engaged in business of research and development, manufacturing, distribution, marketing and selling of herbal, ayurvedic, organic, cosmetics and FMCG products is manufactured under ‘KHADI’ mark or logo with valid and approved REGP and PMEGP license granted by Khadi and Village Industrial Commission, Government of India.
Brief details of any governmental or regulatory approvals required for the acquisition	N.A.	N.A.
Indicative time period for completion of the acquisition	The Company shall invest in one tranche.	The Company shall invest in one tranche.
Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration by way of subscription of Equity Shares.	Cash consideration by way of subscription of Equity Shares.
Cost of acquisition or the price at which the shares are acquired	For acquiring 56% stake the Company shall acquire 7,12,730 equity shares at the face value of Rs. 10/- each.	For acquiring 56% stake the Company shall acquire 37,03,640 equity shares at the face value of Rs. 10/- each.
Percentage of shareholding / control acquired and / or number of shares acquired	56%	56%
Brief background about the entity acquired in terms of products/line of business	Since the above mentioned entity is being incorporated in the month of	Since the above mentioned entity is being incorporated in the month of

acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	December, 2023 details of the turnover is not available.	December, 2023 details of the turnover is not available.
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