

July 09, 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: Corrigendum to the Notice of Extraordinary General Meeting**

With reference to the captioned subject and further to our letter dated June 20, 2024, We Zota Health Care Limited (“the Company”) are enclosing herewith Corrigendum to the Notice of Extraordinary General Meeting (“EGM Notice”) of the Members of the Company, scheduled to be held on Saturday, July 13, 2024, at 11:00 A.M., through Video Conferencing (VC)/ Other Audio Visual Means (OVAM). The Company has completed the dispatch of Corrigendum to the EGM Notice to the Shareholders on July 09, 2024.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company on June 20, 2024, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum.

Accordingly, all concerned shareholders, Stock Exchange, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

Corrigendum to the EGM Notice shall also be available on the website of the Company at [www.zotahealthcare.com](http://www.zotahealthcare.com) and stock exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

**Ashvin Variya**  
**(Company Secretary and 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](mailto:info@zotahealthcare.com)  
Web: [www.zotahealthcare.com](http://www.zotahealthcare.com)

CIN: L24231GJ2000PLC038352



**ZOTA HEALTH CARE LIMITED**

**CIN: L24231GJ2000PLC038352**

**Registered office:** Zota House, 2/896, Hira Modi Street, Sagramura, Surat-395002, Gujarat

**Email:** [info@zotahealthcare.com](mailto:info@zotahealthcare.com) **Website:** [www.zotahealthcare.com](http://www.zotahealthcare.com) **Ph:** +91-261-2331601

---

**CORRIGENDUM TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting (EGM) of the Members of **ZOTA HEALTH CARE LIMITED** ("the Company") is being convened on Saturday, July 13, 2024, at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OVAM). The Notice of the EGM ("EGM Notice") was dispatched to the members of the Company on June 20, 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, respectively.

It has come to the knowledge of the Company that one of the proposed allottees viz. Param Capital (Represented by Partner Mr. Mukul Mahavir Agrawal) whose name is mentioned in the list of Allottees as provided under Item no. 2 and 3 of the EGM Notice dated June 18, 2024, has been disqualified by the Board of Directors of the Company in exercise of their discretionary powers from participation in the present preferential issues/offers of equity shares and fully convertible warrants due to breach of condition(s) of SEBI (Issue of Capital And Disclosure Requirements) Regulation 2018.

Due to such disqualification, the details pertaining to Param Capital (Represented by Partner Mr. Mukul Mahavir Agrawal) are removed, wherever applicable and consequently the issue size of both the issues i.e equity shares and fully convertible warrants, quantum of equity shares and quantum of fully convertible warrants to be issued have been reduced.

Further, this Corrigendum is also being issued with respect to give notice to amend/ provide additional details as mentioned herein pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the members of the Company on June 20, 2024 and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

Accordingly, all concerned shareholders are requested to take note of the above changes. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

Corrigendum to the EGM Notice shall also be available on the website of the Company at [www.zotahealthcare.com](http://www.zotahealthcare.com) and stock exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

**For Zota Health Care Limited**

**Sd/-**

**Ashvin Variya**

**Company Secretary & Compliance Officer**

**Date:** July 09, 2024

**Place:** Surat

- i) ***The “Special Resolution” mentioned at item no. 2 of the EGM Notice be replaced/ altered and read as under:***

**ITEM NO: 2 ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PROMOTER GROUP AND 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.10.00/- 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 8,73,294 (Eight Lakhs Seventy Three Thousand Two Hundred Ninety Four Only) Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each, at an issue price of Rs. 509/- (Rupees Five Hundred And Nine Only) per Equity Share (including premium of Rs 499/- (Rupees Four Hundred and Ninety Nine Only)) aggregating to an amount of up to Rs. 44,45,06,646/- (Rupees Forty Four Crores Forty Five Lakhs Six Thousand Six Hundred Forty Six 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:

<b>SR. NO.</b>	<b>NAME OF PROPOSED ALLOTTEES</b>	<b>CATEGORY (PROMOTER / NON PROMOTER)</b>	<b>PROPOSED NO OF EQUITY SHARES IN THE COMPANY TO BE ALLOTTED</b>
1	Parag Chandulal Mehta	Non Promoter	34,381
2	Alka Rajesh Agrawal	Non Promoter	14,735
3	Kedia Seema	Non Promoter	2,456
4	Sadhna Devi Chandak	Non Promoter	2,456
5	Umesh Surendra Kamath	Non Promoter	2,456
6	Meghana Divyagnan Sarvaiya	Non Promoter	2,456
7	Nirmal Kumar Deepchand Gangwal	Non Promoter	24,558
8	Piyush Goyal	Non Promoter	12,500
9	Sharda Agarwal	Non Promoter	7,367

10	Nachiket V Deo	Non Promoter	1,228
11	Neeraj Khubchandani	Non Promoter	1,228
12	Kaushik Daga	Non Promoter	49,116
13	Kalpita Agencies Private Limited	Non Promoter	14,735
14	Gaurav Karnawat	Non Promoter	24,558
15	Neelima Karnawat	Non Promoter	24,558
16	Manan Keval Doshi	Non Promoter	9,823
17	Ramesh S Damani	Non Promoter	25,000
18	Gautam Pranlal Shah	Non Promoter	2,456
19	Hem Chand Jain	Non Promoter	11,051
20	Ramgopal Investment And Trading Company Private Limited	Non Promoter	24,558
21	Vikas Vijaykumar Khemani	Non Promoter	24,558
22	Sameer Manchanda	Non Promoter	25,000
23	Vijay Jain	Non Promoter	2,456
24	Karan Manoj Maheshwari	Non Promoter	4,912
25	Astralit Investments Private Limited	Non Promoter	24,558
26	Pravin Pannalal Shah HUF	Non Promoter	25,000
27	Jitendra Rasiklal Sanghavi	Non Promoter	9,823
28	Alok Saraf	Non Promoter	4,912
29	Priyanka Shwetkumar Koradiya	Non Promoter	36,250
30	Satya Pal Gulati	Non Promoter	4,912
31	Pankaj Prasoon HUF	Non Promoter	9,823
32	Arham Samkit Gandhi	Non Promoter	12,500
33	Megh Samkit Gandhi	Non Promoter	12,500
34	Prafull Rai	Non Promoter	9,823
35	Ashok Ramkishan Sikchi	Non Promoter	9,823
36	Gaurav Jain	Non Promoter	6,631
37	Raghav Bahl	Non Promoter	4,912
38	Payal Jilpeshbhai Doshi	Non Promoter	4,912
39	Jilpeshkumar Bhikhabhai Doshi	Non Promoter	4,912
40	Kanchanben Bhikhabhai Doshi	Non Promoter	4,912
41	Sejal Rahul Parikh	Non Promoter	7,367
42	Bhikhalal Chhotalal Doshi	Promoter Group	4,912
43	Bijalben Sanyambhai Vora	Non Promoter	10,000
44	Ritesh Rajnibhai Shah	Non Promoter	11,250
45	Rajnibhai Virchandbhai Shah	Non Promoter	13,750
46	Akshat Greentech Private Limited	Non Promoter	36,837
47	Naresh Saraaf	Non Promoter	14,735
48	Singularity Equity Fund I	Non Promoter	1,71,906
49	Emerge Capital Opportunities Scheme	Non Promoter	36,837
50	Monika Rajesh Agarwal	Non Promoter	4,912
51	Deepak Dalmia	Non Promoter	4,371
52	Garima Chordia	Non Promoter	4,912
53	Sanjay Popatlal Jain	Non Promoter	5,894
54	Kewalramani Sujay Mohanlal	Non Promoter	5,894
55	Rahil Vipulbhai Mehta	Non Promoter	1,621
56	Priyesh Nikeshkumar Mehta	Non Promoter	1,621
57	Rutvi Priyesh Mehta	Non Promoter	1,670
<b>TOTAL</b>			<b>8,73,294</b>

**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 Thursday, June 13, 2024, 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 shall be allotted in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

**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.”

- ii) *The “Special Resolution” mentioned at item no. 3 of the EGM Notice be replaced/ altered and read as under:*

**ITEM NO: 3 ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER GROUP AND 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.10.00/- 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 26,44,836 (Twenty Six Lakhs Forty Four Thousand Eight Hundred Thirty Six Only) 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. 509/- (Rupees Five Hundred And Nine Only, (including the warrant subscription price and the warrant exercise price)) (**“Warrant Issue Price”**) each aggregating to an amount of up to Rs. 1,34,62,21,524/- (Rupees One Hundred Thirty Four Crores Sixty Two Lakhs Twenty One Thousand Five Hundred Twenty Four 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 PROPOSED ALLOTTEE(S)	CATEGORY (PROMOTER/NON PROMOTER)	PROPOSED NO OF FULLY CONVERTIBLE WARRANTS IN THE COMPANY TO BE ALLOTTED
1	Parag Chandulal Mehta	Non Promoter	1,03,143
2	Alka Rajesh Agrawal	Non Promoter	44,204
3	Kedia Seema	Non Promoter	7,367
4	Sadhna Devi Chandak	Non Promoter	7,367
5	UMESH SURENDRA KAMATH	Non Promoter	7,367
6	Meghana Divyagnan Sarvaiya	Non Promoter	7,367
7	Nirmal Kumar Deepchand Gangwal	Non Promoter	73,673
8	Piyush Goyal	Non Promoter	37,500
9	Sharda Agarwal	Non Promoter	22,102
10	Nachiket V Deo	Non Promoter	3,683
11	Neeraj Khubchandani	Non Promoter	3,683
12	Kaushik Daga	Non Promoter	1,47,347
13	Kalpita Agencies Private Limited	Non Promoter	44,204
14	Gaurav Karnawat	Non Promoter	73,673
15	Neelima Karnawat	Non Promoter	73,673
16	Manan Keval Doshi	Non Promoter	29,469
17	Ramesh S Damani	Non Promoter	1,00,000
18	Gautam Pranlal Shah	Non Promoter	7,367
19	Hem Chand Jain	Non Promoter	33,153
20	Ramgopal Investment And Trading Company Private Limited	Non Promoter	73,673
21	Vikas Vijaykumar Khemani	Non Promoter	73,673
22	Sameer Manchanda	Non Promoter	75,000
23	Vijay Jain	Non Promoter	7,367
24	Karan Manoj Maheshwari	Non Promoter	14,734
25	Astralit Investments Private Limited	Non Promoter	73,673
26	Pravin Pannalal Shah HUF	Non Promoter	75,000
27	Jitendra Rasiklal Sanghavi	Non Promoter	29,469
28	Alok Saraf	Non Promoter	14,734
29	Priyanka Shwetkumar Koradiya	Non Promoter	1,08,750
30	Satya Pal Gulati	Non Promoter	14,734
31	Pankaj Prasoon HUF	Non Promoter	29,469
32	Arham Samkit Gandhi	Non Promoter	37,500
33	Megh Samkit Gandhi	Non Promoter	37,500
34	Prafull Rai	Non Promoter	29,469
35	Ashok Ramkishan Sikchi	Non Promoter	29,469
36	Gaurav Jain	Non Promoter	19,891
37	Raghav Bahl	Non Promoter	14,734
38	Payal Jilpeshbhai Doshi	Non Promoter	14,734
39	Jilpeshkumar Bhikhabhai Doshi	Non Promoter	14,734
40	Kanchanben Bhikhabhai Doshi	Non Promoter	14,734
41	Sejal Rahul Parikh	Non Promoter	22,102
42	Bhikhalal Chhotalal Doshi	Promoter Group	14,734
43	Bijalben Sanyambhai Vora	Non Promoter	30,000
44	Ritesh Rajnibhai Shah	Non Promoter	33,750
45	Rajnibhai Virchandbhai Shah	Non Promoter	41,250

46	Akshat Greentech Private Limited	Non Promoter	1,10,510
47	Naresh Saraaf	Non Promoter	44,204
48	Singularity Equity Fund I	Non Promoter	5,15,716
49	Emerge Capital Opportunities Scheme	Non Promoter	1,10,510
50	Monika Rajesh Agarwal	Non Promoter	14,734
51	Deepak Dalmia	Non Promoter	13,114
52	Garima Chordia	Non Promoter	14,734
53	Sanjay Popatlal Jain	Non Promoter	17,681
54	Kewalramani Sujay Mohanlal	Non Promoter	17,681
55	Rahil Vipulbhai Mehta	Non Promoter	4,862
56	Priyesh Nikeshkumar Mehta	Non Promoter	4,862
57	Rutvi Priyesh Mehta	Non Promoter	5,009
<b>TOTAL</b>			<b>26,44,836</b>

**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 Thursday, June 13, 2024, 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. 127.25 (Rupees One Hundred and Twenty Seven and Twenty Five Paisa) 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. 381.75 (Rupee Three Hundred Eighty One and Seventy Five Paisa) 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.
- XII) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

**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.”

- iii) ***The Explanatory Statement to be replaced/ altered / added with the following information for the Item no. 2 annexed to the Notice:-***

#### **ITEM NO: 2**

The Special Resolution contained in Item No. 2 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 issue and allot up to 8,73,294 (Eight Lakhs Seventy Three Thousand Two Hundred Ninety Four) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 509/- (Rupees Five Hundred And Nine Only, (including premium of Rs 499/- (Rupees Four Hundred and Ninety Nine Only)) aggregating to an amount of up to Rs. 44,45,06,646/- (Rupees Forty Four Crores Forty Five Lakhs Six Thousand Six Hundred Forty Six Only) on preferential basis to the Promoter Group and Non Promoter Group Category.

The said proposal has been considered and approved by the Board in their meeting held on June 18, 2024.

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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 02 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;

- Working Capital requirements; and
- General Corporate Purpose of the Company.

The object-wise funds utilisation would be as below:

Object	Fund Utilisation (In Rs.)	Tentative Timeline for utilization of proceeds
Expansion of 'DAVAINDIA' Project	35,56,05,316	Within 12 months from the date of receipt of funds of equity shares.
Working Capital requirements	6,66,75,998	
General Corporate Purpose	2,22,25,332	
<b>Total</b>	<b>44,45,06,646</b>	

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 resulted 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.

#### Monitoring of utilisation of funds:

- As the total issue size considering equity shares and fully convertible warrants as proposed in item no. 2 and 3 of the notice of EGM exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CRISIL Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").
- The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

#### 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 authorize the Board to issue to the Promoter Group and Non Promoter Category, issue and allot up to 8,73,294 (Eight Lakhs Seventy Three Thousand Two Hundred Ninety Four) Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each, at an issue price of Rs. 509/- (Rupees Five Hundred And Nine Only, (including premium of Rs 499/- (Rupees Four Hundred and Ninety Nine Only)) aggregating to an amount of up to Rs. 44,45,06,646/- (Rupees Forty Four Crores Forty Five Lakhs Six Thousand Six Hundred Forty Six Only).

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

The issue price is Rs. 509/- (Rupees Five Hundred And Nine Only, per Equity Share (including premium of Rs 499/- (Rupees Four Hundred and Ninety Nine 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. 507.794/- (Rupees Five Hundred Seven and Seven Nine Four Paisa 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 of equity shares at Rs. 509/- (Rupees Five Hundred And Nine 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. 502.128; 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 507.794; 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 ICDR Regulations minimum price determined is Rs. 507.794/- (Rupees Five Hundred Seven and Seven Nine Four Paisa 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 Thursday, June 13, 2024 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 Promoter Group and Non Promoter Group Category.

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

One of the Proposed Allottee namely Mr. Bhikhalal Chhotatal Doshi is part of Promoter Group and the Company has received investment Confirmation letter dated June 12, 2024 from him informing the Company about his intention to invest an aggregate amount upto Rs. 1 crore. Apart from him none of the promoters, directors or key management personnel of the Company intend to subscribe to the offer.

Mr. Manukant Chandulal Zota, Promoter of the Company may be considered as deemed to be concerned or interested in this resolution due to Mr. Bhikhalal Chhotatal Doshi, member of the Promoter Group, is one the proposed allottee in the Issue.

**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 will be subject to applicable lock-in and transfer restrictions stipulated under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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/2024/06/Certificate-under-163-Equity-Shares-1.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, 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.

**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 issue of valuation report of 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 Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), 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. 2 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
<b>A</b>	<b>Promoter and Promoter Group</b>				
1	<b>Indian</b>				
a)	Individuals/Hindu undivided Family	17097542	64.44	17117188	56.96
	<b>Sub-Total</b>	17097542	64.44	17117188	56.96
b)	Bodies Corporate	0	0.00	0	0.00
2	<b>Foreign Promoter</b>	0	0.00	0	0.00
	<b>Sub-Total (A)</b>	<b>17097542</b>	<b>64.44</b>	<b>17117188</b>	<b>56.96</b>
<b>B</b>	<b>Non-Promoters' Holding</b>				
1	Institutional Investors	2936	0.01	837905	2.79
2	<b>Non-Institutional</b>				
a)	Private Corporate Bodies	0	0.00	0	0.00
b)	Directors & Relatives	205743	0.78	205743	0.68
c)	Indian Public	6248212	23.54	8369687	27.85
d)	Other (Including NRIs)				
	(ii) Hindu undivided Families	589882	2.22	729174	2.43
	(iii) NRI	52484	0.20	52484	0.17
	(v) Corporate Bodies	1264830	4.77	1667578	5.55
	(vi) Firm	1072698	4.04	1072698	3.57
	<b>Sub-Total (B)</b>	<b>9436785</b>	<b>35.56</b>	<b>12935269</b>	<b>43.04</b>
	<b>Grand Total (A) + (B)</b>	<b>26534327</b>	<b>100.00</b>	<b>30052457</b>	<b>100.00%</b>

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on **June 14, 2024**.
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 the preferential allotment of Equity Shares and Equity Shares upon conversion of Warrants.



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
Parag Chandulal Mehta	N.A.	0	0.00	1,37,524	0.46
Alka Rajesh Agrawal	N.A.	0	0.00	58,939	0.20
Kedia Seema	N.A.	0	0.00	9,823	0.03
Sadhna Devi Chandak	N.A.	0	0.00	9,823	0.03
Umesh Surendra Kamath	N.A.	0	0.00	9,823	0.03
Meghana Divyagnan Sarvaiya	N.A.	0	0.00	9,823	0.03
Nirmal Kumar Deepchand Gangwal	N.A.	0	0.00	98,231	0.33
Piyush Goyal	N.A.	0	0.00	50,000	0.17
Sharda Agarwal	N.A.	0	0.00	29,469	0.10
Nachiket V Deo	N.A.	0	0.00	4,911	0.02
Neeraj Khubchandani	N.A.	0	0.00	4,911	0.02
Kaushik Daga	N.A.	0	0.00	1,96,463	0.65
Kalpita Agencies Private Limited	Manmohini Kaur Charandeep Singh	0	0.00	58,939	0.20
Gaurav Karnawat	N.A.	0	0.00	98,231	0.33
Neelima Karnawat	N.A.	0	0.00	98,231	0.33
Manan Keval Doshi	N.A.	0	0.00	39,292	0.13
Ramesh S Damani	N.A.	0	0.00	1,25,000	0.42
Gautam Pranal Shah	N.A.	0	0.00	9,823	0.03
Hem Chand Jain	N.A.	0	0.00	44,204	0.15
Ramgopal Investment And Trading Company Private Limited	Sanjay Jatia Shalini Jatia	0	0.00	98,231	0.33

Vikas Vijaykumar Khemani	N.A.	0	0.00	98,231	0.33
Sameer Manchanda	N.A.	0	0.00	1,00,000	0.33
Vijay Jain	N.A.	7500	0.03	17,323	0.06
Karan Manoj Maheshwari	N.A.	0	0.00	19,646	0.07
Astralit Investments Private Limited	Rajyavardhan Sonthalia Riya Vijay Jindal	0	0.00	98,231	0.33
Pravin Pannalal Shah HUF	Pravin Pannalal Shah	51000	0.19	1,51,000	0.50
Jitendra Rasiklal Sanghavi	N.A.	0	0.00	39,292	0.13
Alok Saraf	N.A.	0	0.00	19,646	0.07
Priyanka Shwetkumar Koradiya	N.A.	5	0.00	1,45,005	0.48
Satya Pal Gulati	N.A.	0	0.00	19,646	0.07
Pankaj Prasoon HUF	Pankaj Parsoon	117000	0.44	1,56,292	0.52
Arham Samkit Gandhi	N.A.	0	0.00	50,000	0.17
Megh Samkit Gandhi	N.A.	125	0.00	50,125	0.17
Prafull Rai	N.A.	0	0.00	39,292	0.13
Ashok Ramkishan Sikchi	N.A.	0	0.00	39,292	0.13
Gaurav Jain	N.A.	0	0.00	26,522	0.09
Raghav Bahl	N.A.	0	0.00	19,646	0.07
Payal Jilpeshbhai Doshi	N.A.	0	0.00	19,646	0.07
Jilpeshkumar Bhikhabhai Doshi	N.A.	0	0.00	19,646	0.07
Kanchanben Bhikhabhai Doshi	N.A.	0	0.00	19,646	0.07
Sejal Rahul Parikh	N.A.	0	0.00	29,469	0.10
Bhikhalal Chhotalal Doshi	N.A.	0	0.00	19,646	0.07
Bijalben Sanyambhai Vora	N.A.	13300	0.05	53,300	0.18

Ritesh Rajnibhai Shah	N.A.	12520	0.05	57,520	0.19
Rajnibhai Virchandbhai Shah	N.A.	33850	0.13	88,850	0.30
Akshat Greentech Private Limited	Vivek Kailas	0	0.00	1,47,347	0.49
Naresh Saraaf	N.A.	37612	0.14	96,551	0.32
Singularity Equity Fund I	Dr. Shikha Bagai	0	0.00	6,87,622	2.29
Emerge Capital Opportunities Scheme	Antonius Knipping	0	0.00	1,47,347	0.49
Monika Rajesh Agarwal	N.A.	350	0.00	19,996	0.07
Deepak Dalmia	N.A.	0	0.00	17,485	0.06
Garima Chordia	N.A.	0	0.00	19,646	0.07
Sanjay Popatlal Jain	N.A.	61,018	0.23	84,593	0.28
Kewalramani Sujay Mohanlal	N.A.	0	0.00	23,575	0.08
Rahil Vipulbhai Mehta	N.A.	0	0.00	6,483	0.02
Priyesh Nikeshkumar Mehta	N.A.	200	0.00	6,683	0.02
Rutvi Priyesh Mehta	N.A.	0	0.00	6,679	0.02

*Note: Post Issue No of Shares held and % are derived after considering the preferential allotment of Equity Shares and Equity Shares upon conversion of Warrants.*

*\*Note: Sanjay Popatlal Jain has bought 61,018 equity shares of the Company on cumulative basis after the date of EGM Notice approval. The shares bought by the said proposed allottee are under lock-in as per the stipulation of SEBI ICDR Regulations.*

**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. 2 of this notice.

**xvii. Undertakings:**

The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the 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:**

Except Mr. Bhikhalal Chhotatal Doshi, who is part of Promoter Group and will remain the part of the Promoter Group post allotment of equity shares, none of the Proposed Allottee(s) are neither promoters nor are part of the promoter group 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**

None of the Company, its Directors or Promoter have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations.

None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

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.

Mr. Manukant Chandulal Zota, Promoter of the Company may be considered as deemed to be concerned or interested in this resolution due to Mr. Bhikhalal Chhotatal Doshi, member of the Promoter Group, is one the proposed allottee in the Issue. Except to this 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 2 as a special resolution.

**iv) *The Explanatory Statement to be replaced/ altered / added with the following information for the Item no. 3 annexed to the Notice:-***

**ITEM NO: 3**

The Special Resolution contained in Item No. 3 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 issue and allot up to 26,44,836 (Twenty Six Lakhs Forty Four Thousand Eight Hundred Thirty Six Only) fully convertible warrants each convertible into, or exchangeable into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupees Ten Only) each, at an issue price of Rs. 509/- (Rupees Five Hundred And Nine Only) each (including the warrant subscription price and the warrant exercise price) each, payable in cash aggregating to an amount of up to Rs. 1,34,62,21,524/- (Rupees One Hundred Thirty Four Crores Sixty Two Lakhs Twenty One Thousand Five Hundred Twenty Four Only) on preferential basis to the Promoter Group and Non Promoter Group Category.

The said proposal has been considered and approved by the Board in their meeting held on June 18, 2024.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, Warrants and Equity Shares upon conversion, by way of preferential allotment to the Warrant Holder(s)/ 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 03 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, Working Capital requirements & General Corporate Purpose of the Company.

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;
- Working Capital requirements; and
- General Corporate Purpose of the Company.

The object-wise funds utilisation would be as below:

Object	Fund Utilisation (In Rs.)	Tentative Timeline for utilization of proceeds
Expansion of 'DAVAINDIA' Project	1,07,69,77,219	Within 12 months from the date of receipt of funds of warrants.
Working Capital requirements	20,19,33,228	
General Corporate Purpose	67,31,10,77	
<b>Total</b>	<b>1,34,62,21,524</b>	

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 resulted 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.

**Monitoring of utilisation of funds:**

- As the total issue size considering equity shares and fully convertible warrants as proposed in item no. 2 and 3 of the notice of EGM exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CRISIL Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").
- The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as

specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

**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 authorize the Board to issue to the Promoter Group and Non Promoter Category, issue and allot up to 26,44,836 (Twenty Six Lakhs Forty Four Thousand Eight Hundred Thirty Six Only) fully convertible warrants each convertible into, or exchangeable 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. 509/- (Rupees Five Hundred And Nine Only) each (including the warrant subscription price and the warrant exercise price), payable in cash aggregating to an amount of up to of Rs. 1,34,62,21,524/- (Rupees One Hundred Thirty Four Crores Sixty Two Lakhs Twenty One Thousand Five Hundred Twenty Four Only).

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

The issue price is Rs. 509/- (Rupees Five Hundred And Nine Only) per fully convertible warrants (including the warrant subscription price and the warrant exercise price) 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 fully convertible warrants ("Warrants"), into 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; 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; 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. 507.794/- (Rupees Five Hundred Seven and Seven Nine Four Paise Only) per fully convertible warrant.

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 of Warrants, each convertible into equivalent number of fully paid up equity share at Rs. 509/- (Rupees Five Hundred And Nine Only) per fully convertible warrant 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 fully convertible warrants 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. 502.128; 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 507.794; 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 ICDR Regulations minimum price determined is Rs. 507.794/- (Rupees Five Hundred Seven and Seven Nine Four 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 Warrants 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 Thursday, June 13, 2024 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 Promoter Group and Non Promoter Group Category.

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

One of the Proposed Allottee namely Mr. Bhikhalal Chhotlal Doshi is part of Promoter Group and the Company has received investment Confirmation letter dated June 12, 2024 from him informing the Company about his intention to invest an aggregate amount upto Rs. 1 crore. Apart from him none of the promoters, directors or key management personnel of the Company intend to subscribe to the offer.

Mr. Manukant Chandulal Zota, Promoter of the Company may be considered as deemed to be concerned or interested in this resolution due to Mr. Bhikhalal Chhotlal Doshi, member of the Promoter Group, is one the proposed allottee in the Issue.

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

The Warrants 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.

The warrants may be exercised by the Warrant Holder(s)/ Proposed Allottee(s), in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

**ix. Change in control or composition of the Board**

Subsequent to the proposed issue of Warrants 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 upon conversion.

**x. Lock-in:**

The Equity Shares to be allotted to the Warrant Holder(s)/ Proposed Allottee(s), including the pre-preferential allotment shareholding of the Proposed Allottee will be subject to applicable lock-in and transfer restrictions stipulated under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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/2024/06/Certificate-under-163-Equity-Shares-1.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, 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.

**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 Warrants to Warrant Holder(s)/ Proposed Allottee(s) in Cash, Therefore, requirement of issue of valuation report of 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 Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), 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 Warrants as per resolution at Item No. 3 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
<b>A</b>	<b>Promoter and Promoter Group</b>				
1	Indian				
a)	Individuals/Hindu undivided Family	17097542	64.44	17117188	56.96
	<b>Sub-Total</b>	17097542	64.44	17117188	56.96
b)	Bodies Corporate	0	0.00	0	0.00

2	Foreign Promoter	0	0.00	0	0.00
	<b>Sub-Total (A)</b>	<b>17097542</b>	<b>64.44</b>	<b>17117188</b>	<b>56.96</b>
<b>B</b>	<b>Non-Promoters' Holding</b>				
1	Institutional Investors	2936	0.01	837905	2.79
2	<b>Non-Institutional</b>				
a)	Private Corporate Bodies	0	0.00	0	0.00
b)	Directors & Relatives	205743	0.78	205743	0.68
c)	Indian Public	6248212	23.54	8369687	27.85
d)	Other (Including NRIs)				
	(ii) Hindu undivided Families	589882	2.22	729174	2.43
	(iii) NRI	52484	0.20	52484	0.17
	(v) Corporate Bodies	1264830	4.77	1667578	5.55
	(vi) Firm	1072698	4.04	1072698	3.57
	<b>Sub-Total (B)</b>	<b>9436785</b>	<b>35.56</b>	<b>12935269</b>	<b>43.04</b>
	<b>Grand Total (A) + (B)</b>	<b>26534327</b>	<b>100.00</b>	<b>30052457</b>	<b>100.00%</b>

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on **June 14, 2024**.
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 the preferential allotment of Equity Shares and Equity Shares upon conversion of Warrants.

xv. **Particulars of Warrant Holder(s)/ 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
Parag Chandulal Mehta	N.A.	0	0.00	1,37,524	0.46
Alka Rajesh Agrawal	N.A.	0	0.00	58,939	0.20
Kedia Seema	N.A.	0	0.00	9,823	0.03
Sadhna Devi Chandak	N.A.	0	0.00	9,823	0.03
Umesh Surendra Kamath	N.A.	0	0.00	9,823	0.03
Meghana Divyagnan Sarvaiya	N.A.	0	0.00	9,823	0.03
Nirmal Kumar Deepchand Gangwal	N.A.	0	0.00	98,231	0.33
Piyush Goyal	N.A.	0	0.00	50,000	0.17
Sharda Agarwal	N.A.	0	0.00	29,469	0.10
Nachiket V Deo	N.A.	0	0.00	4,911	0.02
Neeraj Khubchandani	N.A.	0	0.00	4,911	0.02
Kaushik Daga	N.A.	0	0.00	1,96,463	0.65
Kalpita Agencies Private Limited	Manmohini Kaur Charandeep Singh	0	0.00	58,939	0.20
Gaurav Karnawat	N.A.	0	0.00	98,231	0.33
Neelima Karnawat	N.A.	0	0.00	98,231	0.33
Manan Keval Doshi	N.A.	0	0.00	39,292	0.13
Ramesh S Damani	N.A.	0	0.00	1,25,000	0.42
Gautam Pranal Shah	N.A.	0	0.00	9,823	0.03
Hem Chand Jain	N.A.	0	0.00	44,204	0.15
Ramgopal Investment And Trading Company Private Limited	Sanjay Jatia Shalini Jatia	0	0.00	98,231	0.33

Vikas Vijaykumar Khemani	N.A.	0	0.00	98,231	0.33
Sameer Manchanda	N.A.	0	0.00	1,00,000	0.33
Vijay Jain	N.A.	7500	0.03	17,323	0.06
Karan Manoj Maheshwari	N.A.	0	0.00	19,646	0.07
Astralit Investments Private Limited	Rajyavardhan Sonthalia Riya Vijay Jindal	0	0.00	98,231	0.33
Pravin Pannalal Shah HUF	Pravin Pannalal Shah	51000	0.19	1,51,000	0.50
Jitendra Rasiklal Sanghavi	N.A.	0	0.00	39,292	0.13
Alok Saraf	N.A.	0	0.00	19,646	0.07
Priyanka Shwetkumar Koradiya	N.A.	5	0.00	1,45,005	0.48
Satya Pal Gulati	N.A.	0	0.00	19,646	0.07
Pankaj Prasoon HUF	Pankaj Parsoon	117000	0.44	1,56,292	0.52
Arham Samkit Gandhi	N.A.	0	0.00	50,000	0.17
Megh Samkit Gandhi	N.A.	125	0.00	50,125	0.17
Prafull Rai	N.A.	0	0.00	39,292	0.13
Ashok Ramkishan Sikchi	N.A.	0	0.00	39,292	0.13
Gaurav Jain	N.A.	0	0.00	26,522	0.09
Raghav Bahl	N.A.	0	0.00	19,646	0.07
Payal Jilpeshbhai Doshi	N.A.	0	0.00	19,646	0.07
Jilpeshkumar Bhikhabhai Doshi	N.A.	0	0.00	19,646	0.07
Kanchanben Bhikhabhai Doshi	N.A.	0	0.00	19,646	0.07
Sejal Rahul Parikh	N.A.	0	0.00	29,469	0.10
Bhikhalal Chhotalal Doshi	N.A.	0	0.00	19,646	0.07
Bijalben Sanyambhai Vora	N.A.	13300	0.05	53,300	0.18

Ritesh Rajnibhai Shah	N.A.	12520	0.05	57,520	0.19
Rajnibhai Virchandbhai Shah	N.A.	33850	0.13	88,850	0.30
Akshat Greentech Private Limited	Vivek Kailas	0	0.00	1,47,347	0.49
Naresh Saraaf	N.A.	37612	0.14	96,551	0.32
Singularity Equity Fund I	Dr. Shikha Bagai	0	0.00	6,87,622	2.29
Emerge Capital Opportunities Scheme	Antonius Knipping	0	0.00	1,47,347	0.49
Monika Rajesh Agarwal	N.A.	350	0.00	19,996	0.07
Deepak Dalmia	N.A.	0	0.00	17,485	0.06
Garima Chordia	N.A.	0	0.00	19,646	0.07
Sanjay Popatlal Jain	N.A.	61,018	0.23	84,593	0.28
Kewalramani Sujay Mohanlal	N.A.	0	0.00	23,575	0.08
Rahil Vipulbhai Mehta	N.A.	0	0.00	6,483	0.02
Priyesh Nikeshkumar Mehta	N.A.	200	0.00	6,683	0.02
Rutvi Priyesh Mehta	N.A.	0	0.00	6,679	0.02

*Note: Post Issue No of Shares held and % are derived after considering the preferential allotment of Equity Shares and Equity Shares upon conversion of Warrants.*

*\*Note: Sanjay Popatlal Jain has bought 61,018 equity shares of the Company on cumulative basis after the date of EGM Notice approval. The shares bought by the said proposed allottee are under lock-in as per the stipulation of SEBI ICDR Regulations.*

**xvi. Material Terms of the Issue**

The material terms of the proposed preferential issue of the warrants are provided in the special resolution as set out at Item No. 3 of this notice.

**xvii. Undertakings:**

The Issuer Company undertakes that they shall re-compute the price of the Warrants issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the 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:**

Except Mr. Bhikhalal Chhotatalal Doshi, who is part of Promoter Group and will remain the part of the Promoter Group post allotment of equity shares upon exercise of warrants, none of the Proposed Allottee(s) are neither promoters nor are part of the promoter group as on the date of this notice. Further, post allotment of equity shares upon exercise of warrants, they will be categorized as Non-promoter (public shareholders) of the Company.

**xix. Further Disclosures**

None of the Company, its Directors or Promoter have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations.

None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

The Warrant Holder(s)/ Proposed Allottee(s) has not sold or transferred any Equity Shares of the Company during the (90) ninety days preceding the Relevant Date.

The issue of Warrants 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.

Mr. Manukant Chandulal Zota, Promoter of the Company may be considered as deemed to be concerned or interested in this resolution due to Mr. Bhikhalal Chhotatalal Doshi, member of the Promoter Group, is one the proposed allottee in the Issue. Except to this 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 3 as a special resolution.

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

**Sd/-  
Ashvin Variya  
Company Secretary & Compliance Officer**

**Date:** July 09, 2024  
**Place:** Surat