

January 09, 2025

**To,**  
**The Manager**  
**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051

Dear Sir/ Madam,

**Trading Symbol: ZOTA**

**Sub: Outcome of Meeting of the Board of Directors held on Thursday, January 09, 2025**

**Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

With reference to the captioned subject, we Zota Health Care Limited (the 'Company') would like to inform you that the Board of Directors in its meeting held on Thursday, January 09, 2025 at 02:00 P.M. at Zota House, Bhagwan Aiyappa Complex, Next to Batliboi, Udhna-Navsari State Highway, Surat – 394210, Gujarat, have *inter alia*, discussed and approved the following businesses:

**1. Issuance of Equity Shares on Preferential Basis to the Non-Promoter Group Category.**

Subject to the approval of members, the Board has approved to create, offer, issue and allot up to 11,50,000 (Eleven Lakhs Fifty Thousand Only) Equity shares of face value of Rs. 10/- (Rupees Ten) of the Company to persons belonging to the non-promoter group category of the Company **(as listed in Annexure A herein)** on a preferential basis ("Preferential Issue") in accordance with provisions of Section 23, 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("**Act**") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended ("**Rules**"), Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") as amended and such other acts / rules / regulations applicable, at a price of Rs. 820/- (Rupees Eight Hundred Twenty Only) per Equity Share (including premium of Rs. 810/- (Rupees Eight Hundred Ten Only)) aggregating to an amount of up to Rs. 94,30,00,000/- (Rupees Ninety Four Crores Thirty Lakhs Only) subject to necessary approvals of other regulatory authorities, as may be applicable.

The details regarding the issuance of securities as required pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, are as set out in "**Annexure A - Details of proposed preferential issue**".

**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

**2. Issuance of Fully Convertible Warrants on Preferential Basis to the Non-Promoter Group Category.**

Subject to the approval of members, the Board has approved to create, offer, allot upto 11,50,000 (Eleven Lakhs Fifty Thousand Only) fully convertible warrants each convertible into, or exchangeable for, equivalent number of fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten) each within the period of 18 (eighteen months) in accordance with the applicable law ("**Warrants**") at a price of Rs. 820/- (Rupees Eight Hundred Twenty Only) each (including the warrant subscription price and the warrant exercise price) ("**Warrant issue price**") aggregating upto 94,30,00,000/- (Rupees Ninety Four Crores Thirty Lakhs Only) to persons belonging to the non- promoter group category of the Company (**as listed in Annexure B herein**) by way of preferential issue in accordance with the provisions of Section 23, 42 and Section 62(1)(c) of the Act read with Rules, and SEBI ICDR Regulations, Listing Regulations and such other acts / rules / regulations as maybe applicable and subject to necessary approvals of other regulatory authorities, as maybe applicable. Upon issue of Warrants in accordance herewith, an amount equivalent to 25% (Twenty five per cent) of the warrant issue price shall be called upfront from the proposed allottees.

The details regarding the issuance of securities as required pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, are as set out in "**Annexure B - Details of proposed preferential issue**".

3. Considered and approved notice convening an Extraordinary General Meeting (EGM) of the Company scheduled to be held on Wednesday, February 05, 2025 held through Video Conference (VC) / Other Audio Visual Means (OAVM) at 11:00 A.M. to transact the businesses cited in the said EGM Notice.
4. For EGM Board has decided Friday, January 31, 2025 as the cut-off date for the purpose of e-voting. Member's whose names appear on register of members as on Friday, January 31, 2025 shall be eligible for e-voting. E-voting will start on Sunday, February 02, 2025 at 9:00 IST and will end on Tuesday, February 04, 2025 at 17:00 IST. Board has also appointed PCS Ranjit Kejriwal as a scrutinizer to scrutinize the remote e-voting process and votes casted during EGM of the Company.

The Board Meeting concluded at 3:50 P.M.

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

## ANNEXURE A

The details as required to be disclosed under Regulation 30 read with SEBI Circular dated September 09, 2015:

Sr No	Particulars	Details																								
1	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares																								
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable laws.																								
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto 11,50,000 (Eleven Lakhs Fifty Thousand Only) equity shares of face value Rs. 10.00/- (Rupees Ten Only) each at an issue price of 820/- (Rupees Eight Hundred Twenty Only) per equity share aggregating up to 94,30,00,000/- (Rupees Ninety Four Crores Thirty Lakhs Only)																								
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																										
A	Number of Proposed Allottee(s)	05 (Five)																								
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C	Issue price for preferential allotment	Rs. 820/- (including premium of Rs. 810/-)																								
D	Post allotment of securities-outcome of the subscription, issue price allotted price (in	Not Applicable																								

	case of convertibles), number of investors	
E	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable
F	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

## ANNEXURE B

The details as required to be disclosed under Regulation 30 read with SEBI Circular dated September 09, 2015:

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1	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Fully Convertible Warrants each convertible into, or exchangeable into equivalent number of fully paid-up equity share of the Company.																								
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable laws.																								
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D	Post allotment of securities- outcome of the subscription, issue price allotted price (in case of convertibles), number of investors	Not Applicable
E	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>Each fully convertible Warrant would be convertible into, or exchangeable, at an option of Proposed Allottee, within a maximum period of 18 months from the date of allotment of Warrants into equivalent number of fully paid up equity share of face value of Rs. 10/- (Rupees ten) each of the Company.</p> <p>An amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s).</p> <p>The number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time</p>
F	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable