



May 15, 2025

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: Monitoring Agency Report issued by CRISIL Ratings Limited for the utilization of funds raised through Preferential Issue for quarter ended March 31, 2025

Ref: Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject read with Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we Zota Health Care Limited ("the Company") have enclosed herewith the Monitoring Agency Report issued by the CRISIL Ratings Limited, Monitoring Agency, appointed by the Company for monitoring the utilization of funds raised through Preferential Issue as approved by the Board and members of the Company in their respective meetings held on January 09, 2025 and February 05, 2025, for the quarter ended on March 31, 2025.

The above Monitoring agency report has been reviewed by the Audit committee and Board of Directors of the Company in their respective meetings held on May 15, 2025.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

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

Registered Office:

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat-395002 Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web: www.zotahealthcare.com
CIN: L24231GJ2000PLC038352

Monitoring Agency Report for Zota Health Care Limited for the quarter ended March 31, 2025

CRI/MAR/ZHCL/2024-25/1409

May 15, 2025

To

Zota Health Care Limited

Zota House 2/896,

Hira Modi Street, Sagrampura,

Surat, Gujarat-395002

Dear Sir,

Monitoring Agency Report for the quarter ended March 31, 2025 - in relation to the Preferential Issue of Zota Health Care Limited ("the Company")

Pursuant to Regulation 162A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated January 10, 2025, enclosed herewith the Monitoring Agency Report, issued by CRISIL Ratings Limited, Monitoring Agency, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of Preferential issue for the quarter ended March 31, 2025.

Request you to kindly take the same on records.

Thanking you,

For and on behalf of CRISIL Ratings Limited



Sushant Sarode

Director, Ratings (LCG)

Report of the Monitoring Agency (MA)**Name of the issuer:** Zota Health Care Limited**For quarter ended:** March 31, 2025**Name of the Monitoring Agency:** CRISIL Ratings Limited

(a) Deviation from the objects: Not applicable

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature: **Name and designation of the Authorized Signatory:** Sushant Sarode**Designation of Authorized person/Signing Authority:** Director, Ratings (LCG)

1) Issuer Details:

Name of the issuer: Zota Health Care Limited

Names of the promoter: Kamlesh Rajnikant Zota
Ketankumar Chandulal Zota
Manukant Chandulal Zota
Himanshubhai Muktilal Zota

Industry/sector to which it belongs: Pharmaceuticals

2) Issue Details

Issue Period: Friday, February 14, 2025, to Saturday, February 22, 2025

Type of issue (public/rights): Preferential Issue

Type of specified securities: Equity shares and Fully Convertible warrants

Issue size: Fresh issue of Rs 123.41 crore*

**CRISIL Ratings shall be monitoring the net issue proceeds.*

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information/ certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Statutory auditor certificate^, Management undertaking, Notice to Shareholders, Bank Statements	No Comments	No Comments
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Statutory auditor certificate^, Management Undertaking	No Comments	No Comments
Whether the means of finance for the disclosed objects of the issue has changed?	No		No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	NA		No Comments	No Comments

Particulars	Reply	Source of information/ certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all Government/statutory approvals related to the object(s) have been obtained?	NA	Statutory auditor certificate^, Management Undertaking	No Comments	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comments	No Comments
Are there any favorable events improving the viability of these object(s)?	No		No Comments	No Comments
Are there any unfavorable events affecting the viability of the object(s)?	No		No Comments	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	No Comments

NA represents Not Applicable

^Certificate dated May 15, 2025, issued by M/s Pradeep K. Singhi & Associates, Chartered Accountants (Firm Registration Number: 0126027W), Statutory Auditors of the Company

4) Details of object(s) to be monitored:
i. Cost of the object(s):

Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document)	Revised Cost	Comment of the MA	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Expansion of 'DAVAINDIA' Project - FOFO	Management undertaking, Statutory auditor certificate^, Notice to Shareholders	24,51,80,000.00	16,04,33,000.00	Refer Note 1	One of the proposed allottees namely Valiant Mauritius Partners FDI Limited has not subscribed the offer under the preferential issue to the extent of 3,97,500 equity shares and 3,97,500 fully convertible warrants offered to them and pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder including applicable regulation of the (Issue of Capital and Disclosure	No Comments	
2	Expansion of 'DAVAINDIA' Project - COCO		116,93,20,000.00	76,51,42,000.00				
3	Working capital requirements		18,86,00,000.00	12,34,10,000.00				
4	General Corporate Purpose (GCP)		28,29,00,000.00	18,51,15,000.00				

Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document)	Revised Cost	Comment of the MA	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
						Requirements) Regulations, 2018, as amended, the Board of Directors of the Company in its meeting held on February 20, 2025 has approved for the disposal of the unsubscribed portion to the extent of 3,97,500 equity shares and 3,97,500 fully convertible warrants offered to Valiant Mauritius Partners FDI Limited, accordingly, the original cost as per Letter of offer has been reduced with Rs. 65,19,00,000/-.		
	Total		188,60,00,000.00	123,41,00,000.00				

Note 1 - One of the proposed allottees namely Valiant Mauritius Partners FDI Limited has not subscribed the offer under the preferential issue to the extent of 3,97,500 equity shares and 3,97,500 fully convertible warrants offered to them and pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder including applicable regulation of the (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Board of Directors of the Company in its meeting held on February 20, 2025 has approved for the disposal of the unsubscribed portion to the extent of 3,97,500 equity shares and 3,97,500

fully convertible warrants offered to Valiant Mauritius Partners FDI Limited, accordingly, the original cost as per Letter of offer has been reduced with Rs. 65,19,00,000/-.

^ Certificate dated May 15, 2025, issued by M/s Pradeep K. Singhi & Associates, Chartered Accountants (Firm Registration Number: 0126027W), Statutory Auditors of the Company

*The amount utilised for general corporate purposes does not exceed 25% of the Gross Proceeds (amounting to Rs 30,85,25,000.00) from the issue of fully convertible warrants and equity shares.

ii. Progress in the object(s):

Sr. No.	Item Head#	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document	Amount utilized			Total unutilized amount	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Expansion of 'DAVAINDIA' Project - FOFO	Statutory auditor certificate ^, Management undertaking, Notice to Shareholders, Bank Statements	16,04,33,000.00	0.00	9,28,06,787.00	9,28,06,787.00	67,62,6213.00	Refer Note 1	Funds will be utilized in phased manner in line with the expansion of Davaindia Project	We are anticipating expanding "Davaindia" footprint in the foreseeable future
2	Expansion of 'DAVAINDIA'		76,51,42,000.00	0.00	21,03,88,710.00	21,03,88,710.00	55,47,53,290.00	Refer Note 1		
3	Working capital requirements		12,34,10,000.00	0.00	5,27,17,003.00	5,27,17,003.00	7,06,92,997.00	Refer Note 1		
4	GCP		18,51,15,000.00	0.00	0.00	0.00	18,51,15,000.00	No proceeds were utilized during the reported quarter	As of now, we have identified Tax payment as a part of GCP and the same will be utilized in the phased manner.	NA

Sr. No.	Item Head#	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document	Amount utilized			Total unutilized amount	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
	Total		123,41,00,000.00	0.00	35,59,12,500.00	35,59,12,500.00	87,81,87,500.00	Refer below note 2 for bifurcation of total unutilized amount		

Note 1: For operational ease, the proceeds received from the fresh issuance were transferred from escrow account of the Company to the Company's cash credit account. The funds were subsequently transferred to the ICICI Bank Account which is being managed by M/s Davaindia Health Mart Limited, Wholly Owned Subsidiary of the Company, for final utilization of issue proceeds as per the object of the offer. As at the end of the reported quarter, balance of Rs 3,00,000.00 and Rs 1,00,000.00 is lying in CC account of the Company and Current account of the WOS of the Company, respectively.

Note 2: Out of the issue proceeds of Rs 123.41 crore, the Company has received issue proceeds of Rs 77.13 crores during the quarter ended March 31, 2025, on allotment of equity shares and convertible warrants. Out of the received proceeds, Rs 35.39 crore is utilized till the reported quarter and unutilized amount of Rs 41.50 crore is parked in FDs. The balance amount Rs 46.28 crore is expected to be received by the warrant holders at the time of exercising the conversion rights, on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants i.e., August 20, 2027, as per the Notice to Shareholders dated February 05, 2025.

^ Certificate dated May 15, 2025, issued by M/s Pradeep K. Singhi & Associates, Chartered Accountants (Firm Registration Number: 0126027W), Statutory Auditors of the Company

iii. Deployment of unutilised proceeds^:

S. No.	Type of instrument where amount is invested	Amount invested	Maturity date	Earnings	Return on Investment (%)	Market value as at the end of quarter
1	ICICI Bank Ltd.- 85110006885	4,75,00,000.00	23-06-2025	8,12,055	6.50%	4,83,12,055
2	ICICI Bank Ltd.- 85110006881	4,50,00,000.00	24-06-2025	7,77,329	6.50%	4,57,77,329
3	ICICI Bank Ltd. - 85110006882	3,30,00,000.00	20-06-2025	5,46,534	6.50%	3,35,46,534
4	ICICI Bank Ltd.- 85110006888	4,80,00,000.00	29-06-2025	8,71,890	6.50%	4,88,71,890
5	ICICI Bank Ltd.- 85110006884	3,25,00,000.00	20-06-2025	5,38,253	6.50%	3,33,43,222
6	ICICI Bank Ltd.- 85110006879	4,25,00,000.00	20-06-2025	7,03,870	6.50%	4,32,03,870
7	ICICI Bank Ltd.- 85110006886	3,30,00,000.00	20-06-2025	5,46,534	6.50%	3,35,46,534
8	ICICI Bank Ltd.- 85110006883	4,35,00,000.00	20-06-2025	7,20,432	6.50%	4,42,20,432
9	ICICI Bank Ltd.- 85110006880	4,45,00,000.00	02-07-2025	8,32,089	6.50%	4,53,32,089
10	ICICI Bank Ltd - 85110006887	4,55,00,000.00	04-07-2025	8,66,993	6.50%	4,63,66,993
11	Cash credit account - ICICI Bank	3,00,000.00	-	-	-	3,00,000.00
12	WOS Current account - ICICI Bank	1,00,000.00	-	-	-	1,00,000.00
	Total	41,54,00,000*		72,15,979		

^ On the basis of management undertaking and certificate dated May 15, 2025, issued by M/s Pradeep K. Singhi & Associates, Chartered Accountants (Firm Registration Number: 0126027W), Statutory Auditors of the Company

*Above mentioned unutilized amount is out of the total proceeds received during the reported quarter. For bifurcation of total unutilised proceeds, refer note on page no. 7 of the report.

iv. Delay in implementation of the object(s)^:

Object(s)	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the Offer Document	Actual		Reason of delay	Proposed course of action
Not applicable					

^ On the basis of management undertaking and certificate dated May 15, 2025, issued by M/s Pradeep K. Singhi & Associates, Chartered Accountants (Firm Registration Number: 0126027W), Statutory Auditors of the Company

5) Details of utilization of proceeds stated as General Corporate Purpose amount in the offer document:

^ On the basis of management undertaking and certificate dated May 15, 2025, issued by M/s Pradeep K. Singhi & Associates, Chartered Accountants (Firm Registration Number: 0126027W), Statutory Auditors of the Company Auditors of the Company

Disclaimers:

- a) *This Report is prepared by CRISIL Ratings Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.*
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