

Information regarding Employees Stock Option Scheme (ESOS) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021

Details related to the Scheme:

As on March 31, 2025, the Company has in place the Employee Stock Option Scheme named Zota Health Care - Employee Stock Option Plan 2022' ("ZHL ESOP 2022"). ZHL ESOP 2022 is in the compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Companies Act, 2013. During the year, there was no material change in the ZHL ESOP 2022 of the Company.

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Members may refer to the audited financial statement prepared as per Ind AS for the year 2024-25 and refer point no. D, E and F as mentioned below.

B. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20

During the year, under ZHL ESOP 2022 none of the employees have exercised any shares; so, details pertaining to this section not applicable.

C. Details related to Employees' Stock Option Scheme ("ESOS")

Description of ZHL ESOP 2022 including the general terms and conditions, including -

Sr. No.	Particulars	Zota Health Care - Employee Stock Option Plan 2022' ("ZHL ESOP 2022")
1. (a)	Date of shareholders' approval	February 17, 2023
(b)	Total number of options approved under ESOS	2,50,000 (Two Lakhs Fifty Thousand)
(c)	Vesting requirements	The Board/ Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1(one) year. The vesting dates in respect of the Options granted under the Scheme may vary from Employee to Employee or any class thereof and/or in respect of the number or percentage of Options granted to an Employee. Options shall vest essentially based on continuation of employment and apart from that the Board / Committee may prescribe other performance / other condition(s) for vesting. The vesting may occur in tranches or otherwise. Options granted under ZHL ESOP 2022 would vest subject to maximum period of 7 (Seven) years from the date of respective grant of such Options.

		Up till March 31, 2025; the Company has granted 43,230 options to the eligible employees under ZHL ESOP 2022.												
(d)	Exercise price or pricing formula	<p>During the year, the Company has granted 30,430 options to the eligible employees at the price of Rs. 10/-</p> <p>The Exercise Price shall be as may be decided by the Board/ Committee as is allowed under the Companies Act, and SEBI (SBEB and Sweat Equity) Regulations, which in any case will not be lower than the face value of the equity Shares of the Company on the date of such grant.</p>												
(e)	Maximum term of options granted	<p>The exercise period of the 30,430 options granted during the year shall be as below:</p> <table><tr><th>No. of Options</th><th>Exercise period</th></tr><tr><td>13,600</td><td>2 years</td></tr><tr><td>16,830</td><td>7 years</td></tr></table> <p>Further, the exercise period would start from the date of respective vesting of options.</p>	No. of Options	Exercise period	13,600	2 years	16,830	7 years						
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13,600	2 years													
16,830	7 years													
(f)	Source of shares (primary, secondary or combination)	The ZHL ESOP 2022 scheme will be implemented only with issue of new/ primary equity shares only.												
(g)	Variation in terms of options	The Company has not made any variation in the ZHL ESOP 2022.												
2	Method used to account for ZHL ESOP 2022	The Company shall adopt fair value method for valuation of options as prescribed under the Indian Accounting Standards.												
3	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	Not Applicable, as the Company is opting for the Fair Value Method for accounting of the stock options.												
4	Option movement during the year (For each ESOS):	<p>During the year; under ZHL ESOP 2022 the Company has granted 12,800 options</p> <table><tr><td>Number of options outstanding at the beginning of the period</td><td>12,800</td></tr><tr><td>Number of options granted during the year</td><td>30,430</td></tr><tr><td>Number of options forfeited / lapsed during the year</td><td>0</td></tr><tr><td>Number of options vested during the year</td><td>12,800</td></tr><tr><td>Number of options exercised during the year</td><td>0</td></tr><tr><td>Number of shares arising as a result of exercise of options</td><td>0</td></tr></table>	Number of options outstanding at the beginning of the period	12,800	Number of options granted during the year	30,430	Number of options forfeited / lapsed during the year	0	Number of options vested during the year	12,800	Number of options exercised during the year	0	Number of shares arising as a result of exercise of options	0
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		Money realized by exercise of options (INR), if scheme is implemented directly by the company (Rs in millions)	0											
		Loan repaid by the Trust during the year from exercise price received	0											
		Number of options outstanding at the end of the year	43,230											
		Number of options exercisable at the end of the year	0											
5	Weighted-average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average fair values of options granted during the year is Rs. 657.50/-												
6	Employee wise details of the options granted:													
(a)	Senior managerial personnel including Key Managerial Personnel:													
Sr. No.	Name	Designation	No. of Options Granted	Issue Price										
i.	Dr. Sujit Paul	CEO	13,600	Rs. 10/-										
ii.	Dr. Sujit Paul	CEO	16,830	Rs. 10/-										
(b)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	NIL												
(c)	Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	NIL												
7	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: a. the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model.	The fair value of the options has been calculated using the Black Scholes Method and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows: <table><tr><td>Particulars</td><td>As at 31st March, 2025</td></tr><tr><td>Stock Price (Rs.)</td><td>807.35</td></tr><tr><td>Strike/ Exercise Price (Rs.)</td><td>10.00</td></tr><tr><td>Expected Life of options (no. of years)</td><td>4.17</td></tr><tr><td>Risk free rate of interest (%)</td><td>6.66%</td></tr></table>			Particulars	As at 31 st March, 2025	Stock Price (Rs.)	807.35	Strike/ Exercise Price (Rs.)	10.00	Expected Life of options (no. of years)	4.17	Risk free rate of interest (%)	6.66%
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	<div>b. the method used and the assumptions made to incorporate the effects of expected early exercise</div> <div>c. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility</div> <div>d. whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition</div>	<table><tr><td>Implied Volatility factor (%)</td><td>41.88%</td></tr><tr><td>Dividend Yield (%)</td><td>0.00%</td></tr><tr><td>Fair value per Option at year end (Rs.)</td><td>801.48</td></tr></table>	Implied Volatility factor (%)	41.88%	Dividend Yield (%)	0.00%	Fair value per Option at year end (Rs.)	801.48
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8	The method used and the assumptions made to incorporate the effects of expected early exercise							
9	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility							
10	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition							
11	Details related to trust	The ZHL ESOP 2022 will be managed by the Company itself and no trust has been formed for this.						