

June 19, 2023

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: Notice of Extraordinary General Meeting**

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

With reference to the captioned subject and further to outcome of Board meeting dated June 15, 2023 regarding Extraordinary General Meeting (EGM), we Zota Health Care Limited (the “Company”) are enclosing herewith the Notice of EGM of the Company Scheduled to be held on Wednesday, July 12, 2023, at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), on National Securities Depository Limited (NSDL) online platform to transact the businesses mentioned in the said EGM Notice.

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](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, Sagrampura, Surat-395002, Gujarat

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

#### **NOTICE OF AN EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF ZOTA HEALTH CARE LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, JULY 12, 2023 AT 11:00 A.M THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES.**

**THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT ZOTA HOUSE, 2 / 896, HIRA MODI STREET, SAGRAMPURA, SURAT – 395002, GUJARAT, INDIA.**

#### **SEPCIAL BUSINESSES:**

#### **ITEM NO: 1 ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO 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 ("**Gol**"), 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 6,87,000 (Six Lakhs Eighty Seven Thousand) Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each, at an issue price of Rs. 303/- (Rupees Three Hundred and Three Only) (including a premium of Rs. 293/- (Rupees Two Hundred and Ninety Three Only)) aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand 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:

SR. NO	NAME OF PROPOSED ALLOTTEES	CATEGORY (PROMOTER / NON PROMOTER)	PROPOSED NO OF EQUITY SHARES IN THE COMPANY TO BE ALLOTTED
1	Asha Mukul Agrawal	Non Promoter	4,50,000
2	Demeter Advisors LLP	Non Promoter	65,000
3	Gaurishankar Jhalani	Non Promoter	50,000
4	Pankaj Prasoon HUF	Non Promoter	27,000
5	Vijay Ramvallabh Khetan	Non Promoter	17,500
6	Amit Bhailal Maru	Non Promoter	15,000
7	Prasun Exponentials LLP	Non Promoter	12,500
8	Manish Gupta	Non Promoter	7,500
9	Sangeeta Mahavirprasad Agrawal	Non Promoter	7,500
10	Prajakta Sushil Patil	Non Promoter	7,500
11	Rishi Kedia	Non Promoter	7,500
12	Snehlata Ashok Kumar Todi	Non Promoter	7,500
13	Ten Eighty Investments	Non Promoter	7,500
14	Rahul Gupta	Non Promoter	5,000
<b>TOTAL</b>			<b>Up to 6,87,000</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 Monday, June 12, 2023, 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 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.”

**ITEM NO: 2 ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO 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 6,87,000 (Six Lakhs Eighty Seven Thousand) 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. 303/- (Rupees Three Hundred and Three Only, (including the warrant subscription price and the warrant exercise price)) (**“Warrant Issue Price”**) each aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand 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 WARRANT HOLDER(S) PROPOSED ALLOTTEE(S)	CATEGORY (PROMOTER / NON PROMOTER)	PROPOSED NO OF FULLY CONVERTIBLE WARRANTS IN THE COMPANY TO BE ALLOTTED
1	Asha Mukul Agrawal	Non Promoter	4,50,000
2	Demeter Advisors LLP	Non Promoter	65,000
3	Gaurishankar Jhalani	Non Promoter	50,000
4	Pankaj Prasoon HUF	Non Promoter	27,000
5	Vijay Ramvallabh Khetan	Non Promoter	17,500
6	Amit Bhailal Maru	Non Promoter	15,000
7	Prasun Exponentials LLP	Non Promoter	12,500
8	Manish Gupta	Non Promoter	7,500
9	Sangeeta Mahavirprasad Agrawal	Non Promoter	7,500
10	Prajakta Sushil Patil	Non Promoter	7,500
11	Rishi Kedia	Non Promoter	7,500
12	Snehlata Ashok Kumar Todi	Non Promoter	7,500
13	Ten Eighty Investments	Non Promoter	7,500
14	Rahul Gupta	Non Promoter	5,000
TOTAL			Up to 6,87,000

**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 Monday, June 12, 2023, 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. 75.75 (Rupees Seventy Five and Seventy 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. 227.25 (Rupee Two Hundred Twenty Seven and Twenty 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.

**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.”

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

**Sd/-**

**Ashvin Variya**

**Company Secretary & Compliance Officer**

**Place: Surat**

**Date: June 15, 2023**

**Registered Office:**

Zota House, 2/896, Hira Modi Street,  
Sagrampura, Surat – 395002, Gujarat



**Notes:**

- a. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022 and No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- b. In terms of the MCA circular, since this EGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- c. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the EGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting.
- d. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
- e. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- f. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a



member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

- h. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.zotahealthcare.com](http://www.zotahealthcare.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- i. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022 and No. 10/2022 dated 28th December, 2022.
- j. In compliance with the aforesaid MCA Circulars and SEBI Circular. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the EGM Notice will also be available on the Company's website at [www.zotahealthcare.com](http://www.zotahealthcare.com), on website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>
- k. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- l. Members seeking any information/document as referred in the notice are requested to write to the Company on or before July 11, 2023 through email at [cszota@zotahelthcare.com](mailto:cszota@zotahelthcare.com). The same will be addressed by the Company suitably.
- m. **E-voting:**
  - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
  - ii) The members who are entitled to vote and participate in the EGM through VC / OAVM, and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the EGM.
  - iii) The members who have voted though e-voting are also entitled to attend/ participate in the EGM through VC / OAVM but not entitled to cast their vote during the meeting.

- iv) The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as a scrutinizer to scrutinize the e-voting during the Extraordinary General Meeting and the remote e-voting process in a fair and transparent manner.
- v) The Cut-off date for the purpose of e-voting is Friday, July 07, 2023. Members whose names are appearing on Register of Members on Friday, July 07, 2023 are entitled to vote through e-voting.
- vi) The e-voting facility will be start from Sunday, July 09, 2023 at 9:00 A.M. and will end on Tuesday, July 11, 2023 on 5:00 P.M.

Since this EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Sunday, July 09, 2023, at 09:00 A.M. and ends on Tuesday, July 11, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, August 31, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, July 07, 2021.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting

website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rbksurat@gmail.com](mailto:rbksurat@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email [cszota@zotahealthcare.com](mailto:cszota@zotahealthcare.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cszota@zotahealthcare.com](mailto:cszota@zotahealthcare.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cszota@zotahealthcare.com](mailto:cszota@zotahealthcare.com) . The same will be replied by the company suitably.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

### ITEM NO: 1

The Special Resolution contained in Item No. 1 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 6,87,000 (Six Lakhs Eighty Seven Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 303/- (Rupees Three Hundred and Three Only) (including a premium of Rs. 293/- (Rupees Two Hundred and Ninety Three Only) aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand Only) on preferential basis to Non Promoter Group Category.

The said proposal has been considered and approved by the Board in their meeting held on June 15, 2023.

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. 01 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 object-wise funds utilisation would be as below:

Object	Fund Utilisation (In Rs.)
Expansion of 'DAVAINDIA' Project	14,57,12,700
Working Capital requirements	4,16,32,200
General Corporate Purpose	2,08,16,100
<b>Total</b>	<b>20,81,61,000</b>

The proceeds of the issue will be used within 12 months from the date of receipt of funds or from the date the receipts can be utilised, as per the stipulations of Companies Act, 2023 and SEBI Regulations, whichever later.

#### 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 Non Promoter Category, issue and allot up to 6,87,000 (Six Lakhs Eighty Seven Thousand) Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each, at an issue price of Rs. 303/- (Rupees Three Hundred and Three Only, (including a premium of Rs. 293/- (Rupees Two Hundred and Ninety Three Only)) aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand Only).

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

The issue price is Rs. 303/- (Rupees Three Hundred and Three Only, (including a premium of Rs. 293/- (Rupees Two Hundred and Ninety Three 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.

Regulation 164 (1) of the SEBI ICDR Regulations provides that if the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be 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

**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. Hence, in accordance with Regulation 164(1) of the ICDR Regulations a valuation report has been obtained from an independent registered valuer.

*Details of Valuer who performed Valuation*

We have obtained Valuation Report dated June 12, 2023, from Registered Valuer, CA Priyank Drolia, Chartered Accountant, IBBI Registration Number: IBBI/RV/06/2020/12774. The valuation report dated June 12, 2023 is also made available on the website of the Company and the same can be accessed from the link <https://www.zotahealthcare.com/wp-content/uploads/2023/06/valuation-report.pdf>

**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 Monday, June 12, 2023 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 Non Promoter Group Category.

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

The Proposed Allottee(s) are not the members of the promoter group of the Company.

**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 Regulations 167 of 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/2023/06/Certificate-from-Practicing-Company-Secretary-Equity.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 period from April 01, 2023 till the date of the Extra Ordinary General Meeting Notice, the Company has not made any preferential allotment.

**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. 1 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	17139642	68.12	17139642	64.59
	<b>Sub-Total</b>	<b>17139642</b>	<b>68.12</b>	<b>17139642</b>	<b>17139642</b>
b)	Bodies Corporate	0	0.00	0	0.00
2	Foreign Promoter	0	0.00	0	0.00
	<b>Sub-Total (A)</b>	<b>17139642</b>	<b>68.12</b>	<b>17139642</b>	<b>64.59</b>
<b>B</b>	<b>Non-Promoters' Holding</b>				

1	Institutional Investors	10000	0.04	10000	0.04
2	<b>Non-Institutional</b>				
a)	Private Corporate Bodies	0	0.00	0	0.00
b)	Directors & Relatives	210929	0.84	210929	0.79
c)	Indian Public	5203719	20.68	6407719	24.15
d)	Other (Including NRIs)				
	(ii) Hindu undivided Families	603353	2.40	603353	2.27
	(iii) NRI	79594	0.32	79594	0.30
	(v) Corporate Bodies	736488	2.93	891488	3.37
	(vi) Firm	1176602	4.67	1191602	4.49
	<b>Sub-Total (B)</b>	<b>8020685</b>	<b>31.88</b>	<b>8019580</b>	<b>35.41</b>
	<b>Grand Total (A) + (B)</b>	<b>25160327</b>	<b>100.00</b>	<b>26534327</b>	<b>100.00%</b>

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on **June 09, 2023**.
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
Asha Mukul Agrawal	NA	5,80,000	2.31	14,80,000	5.58
Demeter Advisors LLP	Ashwini Agarwal & Sharda Agarwal	0	0.00	1,30,000	0.49
Gaurishankar Jhalani	NA	0	0.00	1,00,000	0.38
Pankaj Prasoon HUF	Pankaj Prasoon	90,000	0.36	1,44,000	0.54
Vijay Ramvallabh Khetan	NA	40,000	0.16	75,000	0.28
Amit Bhailal Maru	NA	20,000	0.08	50,000	0.19
Prasun Exponentials LLP	Sunil Nandlal Chawla & Prakash Nandlal Chawla	0	0.00	25,000	0.09
Manish Gupta	NA	0	0.00	15,000	0.06
Sangeeta Mahavirprasad Agrawal	NA	2650	0.01	17,650	0.07
Prajakta Sushil Patil	NA	2500	0.01	17,500	0.07
Rishi Kedia	NA	0	0.00	15000	0.06
Snehlata Ashok Kumar Todi	NA	2500	0.01	17,500	0.07
Ten Eighty Investments	Aatish Sharma (5%) & Nidhi Thakkar (95%)	0	0.00	15,000	0.06
Rahul Gupta	NA	0	0.00	10,000	0.04

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.



**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. 1 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. Further Disclosures**

None of the Company, its Directors or Promoter have been declared as wilful defaulter 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.

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 1 as a special resolution.

**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 6,87,000 (Six Lakhs Eighty Seven Thousand) 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. 303/- (Rupees Three Hundred and Three Only), (including the warrant subscription price and the warrant exercise price)) each, payable in cash aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand Only) on preferential basis to Non Promoter Group Category.

The said proposal has been considered and approved by the Board in their meeting held on June 15, 2023.

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. 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, Working Capital requirements & General Corporate Purpose of the Company.

The object-wise funds utilisation would be as below:

Object	Fund Utilisation (In Rs.)
Expansion of 'DAVAINDIA' Project	14,57,12,700
Working Capital requirements	4,16,32,200
General Corporate Purpose	2,08,16,100
<b>Total</b>	<b>20,81,61,000</b>

The proceeds of the issue will be used within 12 months from the date of receipt of funds or from the date the receipts can be utilised, as per the stipulations of Companies Act, 2023 and SEBI Regulations, whichever later.

**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 Non Promoter Category, issue and allot up to 6,87,000 (Six Lakhs Eighty Seven Thousand) 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. 303/- (Rupees Three Hundred and Three Only), (including the warrant subscription price and the warrant exercise price)) each, payable in cash aggregating to an amount of up to Rs. 20,81,61,000/- (Rupees Twenty Crores Eighty One Lakhs Sixty One Thousand Only).

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

The issue price is Rs. 303/- (Rupees Three Hundred and Three 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.

Regulation 164 (1) of the SEBI ICDR Regulations provides that if the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- The 90 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date; or
- The 10 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date; or

**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. Hence, in accordance with Regulation 164(1) of the ICDR Regulations a valuation report has been obtained from an independent registered valuer.

*Details of Valuer who performed Valuation*

We have obtained Valuation Report dated June 12, 2023, from Registered Valuer, CA Priyank Drolia, Chartered Accountant, IBBI Registration Number: IBBI/RV/06/2020/12774. The valuation report dated June 12, 2023 is also made available on the website of the Company and the same can be accessed from the link <https://www.zotahealthcare.com/wp-content/uploads/2023/06/valuation-report.pdf>

**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 Monday, June 12, 2023 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 Non Promoter Group Category.

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

The Warrant Holder(s)/ Proposed Allottee(s) are not the members of the promoter group of the Company.

**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 Regulations 167 of 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/2023/06/Certificate-from-Practicing-Company-Secretary-Warrants.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 period from April 01, 2023 till the date of the Extra Ordinary General Meeting Notice, the Company has not made any preferential allotment.

**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. 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	17139642	68.12	17139642	64.59
	<b>Sub-Total</b>	<b>17139642</b>	<b>68.12</b>	<b>17139642</b>	<b>17139642</b>
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>17139642</b>	<b>68.12</b>	<b>17139642</b>	<b>64.59</b>
<b>B</b>	<b>Non-Promoters' Holding</b>				
1	Institutional Investors	10000	0.04	10000	0.04
2	<b>Non-Institutional</b>				
a)	Private Corporate Bodies	0	0.00	0	0.00
b)	Directors & Relatives	210929	0.84	210929	0.79
c)	Indian Public	5203719	20.68	6407719	24.15
d)	Other (Including NRIs)				
	(ii) Hindu undivided Families	603353	2.40	603353	2.27
	(iii) NRI	79594	0.32	79594	0.30
	(v) Corporate Bodies	736488	2.93	891488	3.37
	(vi) Firm	1176602	4.67	1191602	4.49
	<b>Sub-Total (B)</b>	<b>8020685</b>	<b>31.88</b>	<b>8019580</b>	<b>35.41</b>
	<b>Grand Total (A) + (B)</b>	<b>25160327</b>	<b>100.00</b>	<b>26534327</b>	<b>100.00%</b>

**Notes:**

1. *Pre issue shareholding pattern has been prepared based on shareholding of the Company as on **June 09, 2023**.*
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 Warrant Holder(s)/ Proposed Allottee(s)	Ultimate Beneficial Owners,(If applicable)	Pre-Issue		Post Issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
Asha Mukul Agrawal	NA	5,80,000	2.31	14,80,000	5.58
Demeter Advisors LLP	Ashwini Agarwal & Sharda Agarwal	0	0.00	1,30,000	0.49
Gaurishankar Jhalani	NA	0	0.00	1,00,000	0.38
Pankaj Prasoon HUF	Pankaj Prasoon	90,000	0.36	1,44,000	0.54
Vijay Ramvallabh Khetan	NA	40,000	0.16	75,000	0.28
Amit Bhailal Maru	NA	20,000	0.08	50,000	0.19
Prasun Exponentials LLP	Sunil Nandlal Chawla & Prakash Nandlal Chawla	0	0.00	25,000	0.09
Manish Gupta	NA	0	0.00	15,000	0.06
Sangeeta Mahavirprasad Agrawal	NA	2650	0.01	17,650	0.07
Prajakta Sushil Patil	NA	2500	0.01	17,500	0.07
Rishi Kedia	NA	0	0.00	15000	0.06
Snehlata Ashok Kumar Todi	NA	2500	0.01	17,500	0.07
Ten Eighty Investments	Aatish Sharma (5%) & Nidhi Thakkar (95%)	0	0.00	15,000	0.06
Rahul Gupta	NA	0	0.00	10,000	0.04

*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.*

**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. 2 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. Further Disclosures**

None of the Company, its Directors or Promoter have been declared as wilful defaulter 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 Allotee(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.

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.

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

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

**Date:** June 15, 2023

**Place:** Surat