



July 15, 2024

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Scrutinizer's Report and Voting Results for the Extraordinary General Meeting (EGM) of the Company held on Saturday, July 13, 2024

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we, Zota Health Care Limited (the "Company") are enclosing herewith voting results of the EGM of the Company which was held on Saturday, July 13, 2024 at 11:00 A.M. through Video Conferencing/ Other Audio Visual Means on the National Securities Depository Limited (NSDL) virtual platform.

Further, the Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretaries, as a Scrutinizer for the purpose of conducting the remote e-voting and e-voting during the EGM in a fair and transparent manner. The copy of the Scrutinizer's Report received from him is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the EGM have been duly approved by the shareholders with requisite majority.

The aforesaid voting result of the EGM along with Scrutinizer's Report is placed on the website of the Company i.e. at www.zotahealthcare.com and is also place at the registered office of the Company for shareholders information.

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

ZOTA HEALTH CARE LIMITED
Voting Results - Extraordinary General Meeting
[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015]

Date of the Extraordinary General Meeting	13-07-2024
Total number of shareholders on record date	7858
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	6 32

Resolution No. 1: TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY								
Resolution required: (Ordinary/ Special)								Special
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17097542	11221258	65.63	11221258	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097542	11221258	65.63	11221258	0	100	0
Public - Institutions	E-Voting	3137	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	3137	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9433648	2367342	25.09	2365939	1403	99.94	0.06
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9433648	2367342	25.09	2365939	1403	99.94	0.06
Total		26534327	13588600	51.21	13587197	1403	99.99	0.01

Resolution No. 2: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PROMOTER GROUP AND NON - PROMOTER GROUP CATEGORY								
Resolution required: (Ordinary/ Special)								Special
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17097542	11221258	65.63	11221258	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097542	11221258	65.63	11221258	0	100	0
Public - Institutions	E-Voting	3137	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	3137	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9433648	2367342	25.09	2365939	1403	99.94	0.06
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9433648	2367342	25.09	2365939	1403	99.94	0.06
Total		26534327	13588600	51.21	13587197	1403	99.99	0.01

Resolution No. 3: ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER GROUP AND NON - PROMOTER GROUP CATEGORY								
Resolution required: (Ordinary/ Special)								Special
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17097542	11221258	65.63	11221258	0	100	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	17097542	11221258	65.63	11221258	0	100	0
Public - Institutions	E-Voting	3137	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	3137	0	0	0	0	0	0
Public - Non Institutions	E-Voting	9433648	2367342	25.09	2365789	1553	99.93	0.07
	Poll		-	-	-	-	-	-
	Ballot Paper		-	-	-	-	-	-
	Total	9433648	2367342	25.09	2365789	1553	99.93	0.07
Total		26534327	13588600	51.21	13587047	1553	99.99	0.01



Form No. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Extraordinary General Meeting (EOGM) of the members of
Zota Health Care Limited
CIN: L24231GJ2000PLC038352
held on 13th July, 2024
through Video Conferencing (VC) or Other Audio Visual Means (OAVM),
At 11.00 A.M.

Dear Sir,

Sub.: Scrutinizer's report on E voting

1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Zota Health Care Limited for the purpose of scrutinizing the remote e-voting process along with e-voting process during the EOGM and ascertaining the requisite majority on remote e-voting / e-voting process during the EOGM carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Extraordinary General Meeting (EOGM) of the members of the company, held at 11.00 AM. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Saturday, 13th day of July, 2024.
2. At the EOGM of the Company held on 13th day of July, 2024, the Company has also provided facility for e-voting process during the EOGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the EOGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting during the EOGM conducted for the resolutions contained in the Notice to the Extraordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting at the EOGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "Against" the resolutions stated above, based on the reports generated from the e-voting system provided by

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National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.

4. Further to the above, I submit my reports as under:
- i. The e-voting period was from 10th July, 2024 at 9.00 a.m. to 12th July, 2024 at 5.00 p.m.
 - ii. The members of the Company as on the "cut-off" date i.e. 06th July, 2024 were entitled to vote on the resolutions (item No. 01 to 03 as set out in the notice of the EOGM of the Company).
 - iii. The votes cast were unblocked on 13th July, 2024 at 05.33 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Jimish Vaghela** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Mr. Jimish Vaghela**

- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/>.
- v. The combined result of remote e-voting and e-voting during EOGM is as under:

RESOLUTION NO. 1:

TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, if any under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each by creation of additional 50,00,000 (Fifty Lakhs) equity shares of face value of Rs. 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause "V" —

V. "The Authorised Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10.00/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the equity shares to be allotted shall rank paripassu in all respects with and carry the same rights as the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT the Chairman of the Company or any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to the aforesaid resolution, including but not limited to incorporation of amendment / suggestion / observation made by Registrar of Companies to extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	18	10426431	16	10425028	2	1403	0	0
E-Voting at EGM	2	3162169	2	3162169	0	0	0	0
Total	20	13588600	18	13587197	2	1403	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 2:

ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PROMOTER GROUP AND NON - PROMOTER GROUP CATEGORY

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**) and the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment thereof), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI SAST Regulations”**) to the extent applicable, the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (**“Stock Exchange”** or **“NSE Limited”**) on which the equity shares having face value of Rs. 10.00/- each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 (**“FEMA”**), as amended from time to time, and rules and regulations made thereunder, if any, and subject to other applicable rules, regulations guidelines, notification, circular and clarifications issued by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Government of India (**“GoI”**), Stock Exchange and / or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**), from time to time and to the extent applicable, the approval of members be and is hereby accorded to create, offer, issue and allot, up to 8,73,294 (Eight Lakhs Seventy Three Thousand Two Hundred Ninety Four Only) Equity Shares having face value of Rs. 10.00/- (Rupees Ten Only) each, at an issue price of Rs. 509/- (Rupees Five Hundred And Nine Only) per Equity Share (including premium of Rs 499/- (Rupees Four Hundred and Ninety Nine Only) aggregating to an amount of up to Rs.

44,45,06,646/- (Rupees Forty Four Crores Forty Five Lakhs Six Thousand Six Hundred Forty Six Only) or price which is determine in accordance with Chapter V of the SEBI ICDR Regulations, 2018 whichever is higher, for consideration in cash, by way of Preferential Allotment in one or more tranches (hereinafter referred to as **“Proposed Allottee(s)”** and as mentioned in the Explanatory Statement annexed hereunto to this Notice, and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, thinks fit.

The list of Proposed Allottee(s) to whom Equity shares would be issued are as under:

SR. NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY (PROMOTER /NON PROMOTER)	PROPOSED NO OF EQUITY SHARES IN THE COMPANY TO BE ALLOTTED
1.	Parag Chandulal Mehta	Non Promoter	34,381
2.	Alka Rajesh Agrawal	Non Promoter	14,735
3.	Kedia Seema	Non Promoter	2,456
4.	Sadhna Devi Chandak	Non Promoter	2,456
5.	Umesh Surendra Kamath	Non Promoter	2,456
6.	Meghana Divyagnan Sarvaiya	Non Promoter	2,456
7.	Nirmal Kumar Deepchand Gangwal	Non Promoter	24,558
8.	Piyush Goyal	Non Promoter	12,500
9.	Sharda Agarwal	Non Promoter	7,367
10.	Nachiket V Deo	Non Promoter	1,228
11.	Neeraj Khubchandani	Non Promoter	1,228
12.	Kaushik Daga	Non Promoter	49,116
13.	Kalpita Agencies Private Limited	Non Promoter	14,735
14.	Gaurav Karnawat	Non Promoter	24,558
15.	Neelima Karnawat	Non Promoter	24,558
16.	Manan KevalDoshi	Non Promoter	9,823
17.	Ramesh S Damani	Non Promoter	25,000
18.	Gautam Pranlal Shah	Non Promoter	2,456
19.	Hem Chand Jain	Non Promoter	11,051
20.	Ramgopal Investment And Trading Company Private Limited	Non Promoter	24,558
21.	Vikas Vijaykumar Khemani	Non Promoter	24,558
22.	Sameer Manchanda	Non Promoter	25,000
23.	Vijay Jain	Non Promoter	2,456
24.	Karan Manoj Maheshwari	Non Promoter	4,912
25.	Astralit Investments Private Limited	Non Promoter	24,558
26.	Pravin Pannalal Shah HUF	Non Promoter	25,000
27.	Jitendra Rasiklal Sanghavi	Non Promoter	9,823
28.	Alok Saraf	Non Promoter	4,912
29.	Priyanka Shwetkumar Koradiya	Non Promoter	36,250
30.	Satya Pal Gulati	Non Promoter	4,912
31.	Pankaj Prasoan HUF	Non Promoter	9,823
32.	Arham Samkit Gandhi	Non Promoter	12,500
33.	Megh Samkit Gandhi	Non Promoter	12,500
34.	Prafull Rai	Non Promoter	9,823
35.	Ashok Ramkishan Sikchi	Non Promoter	9,823
36.	Gaurav Jain	Non Promoter	6,631
37.	Raghav Bahl	Non Promoter	4,912

38.	Payal Jilpeshbhai Doshi	Non Promoter	4,912
39.	Jilpeshkumar Bhikhabhai Doshi	Non Promoter	4,912
40.	Kanchanben Bhikhabhai Doshi	Non Promoter	4,912
41.	Sejal Rahul Parikh	Non Promoter	7,367
42.	Bhikhalal Chhotalal Doshi	Promoter Group	4,912
43.	Bijalben Sanyambhai Vora	Non Promoter	10,000
44.	Ritesh Rajnibhai Shah	Non Promoter	11,250
45.	Rajnibhai Virchandbhai Shah	Non Promoter	13,750
46.	Akshat Greentech Private Limited	Non Promoter	36,837
47.	Naresh Saraaf	Non Promoter	14,735
48.	Singularity Equity Fund I	Non Promoter	1,71,906
49.	Emerge Capital Opportunities Scheme	Non Promoter	36,837
50.	Monika Rajesh Agarwal	Non Promoter	4,912
51.	Deepak Dalmia	Non Promoter	4,371
52.	Garima Chordia	Non Promoter	4,912
53.	Sanjay Popatlal Jain	Non Promoter	5,894
54.	Kewalramani Sujay Mohanlal	Non Promoter	5,894
55.	Rahul Vipulbhai Mehta	Non Promoter	1,621
56.	Priyesh Nikeshkumar Mehta	Non Promoter	1,621
57.	Rutvi Priyesh Mehta	Non Promoter	1,670
TOTAL			8,73,294

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the “Relevant Date” for the purpose of determining the issue price of the Equity Shares shall be Thursday, June 13, 2024, being the date 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Subscribers be recorded for the issue for invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 to be issued to the Subscribers inviting it to subscribe to the Equity Shares, only after the consent of the Members of the Company is hereby accorded to the issuance of the same to the Subscribers inviting it to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the complete record of private placement be maintained in Form PAS-5.

RESOLVED FURTHER THAT the Equity Shares, to be issued to the Proposed Allottee(s), be listed on National Stock Exchange of India Limited and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the Listing and Trading of the said Equity Shares and admission of the Equity Shares with the depositories viz. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) and for the credit of such equity shares to the respective dematerialized securities accounts of the Proposed Allottee(s).

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the Chapter V of the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of

the issue of the abovementioned equity shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding of the Proposed Allottee(s), if any, in the Company shall be subject to locked-in as stipulated in the provisions of Regulation 167 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the equity shall be allotted in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director and / or the Company Secretary and the Compliance Officer of the Company and / or any person authorized by the Board be & are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange for obtaining In-principle approval, Listing of shares approval, Trading approval and filing of requisite documents with the Registrar of Companies and RBI, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Equity Shares and utilization of issue proceeds without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any such persons, as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purposes of the Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	18	10426431	16	10425028	2	1403	0	0
E-Voting at EGM	2	3162169	2	3162169	0	0	0	0
Total	20	13588600	18	13587197	2	1403	0	0

This resolution is passed with requisite majority as a Special Resolution.

[Note: Resolution No. 2 as amended vide their Corrigendum letter dated 09th July, 2024]

RESOLUTION NO. 3:

ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER GROUP AND NON - PROMOTER GROUP CATEGORY

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act**) and the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment thereof), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI SAST Regulations”**) to the extent applicable, the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (**“Stock Exchange” or “NSE Limited”**) on which the equity shares having face value of Rs. 10.00/- each of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 (**“FEMA”**) as amended from time to time, and rules and regulations made thereunder, if any, and subject to other applicable rules, regulations guidelines, notification, circular and clarifications issued by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Government of India (**“GoI”**), Stock Exchange and / or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), from time to time and to the extent applicable, the approval of members be and is hereby accorded to create, offer, issue and allot, up to 26,44,836 (Twenty Six Lakhs Forty Four Thousand Eight Hundred Thirty Six Only) fully convertible warrants (**“Warrants”**) each convertible into, or exchangeable, at an option of Warrant Holder(s)/ Proposed Allottee(s), within a maximum period of 18 (eighteen) months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupees Ten) each, at an issue price of Rs. 509/- (Rupees Five Hundred And Nine Only, (including the warrant subscription price and the warrant exercise price)) (**“Warrant Issue Price”**) each aggregating to an amount of up to Rs. 1,34,62,21,524/- (Rupees One Hundred Thirty Four Crores Sixty Two Lakhs Twenty One Thousand Five Hundred Twenty Four Only) or price which is determine in accordance with Chapter V of the SEBI ICDR Regulations, 2018 whichever is higher, for consideration in cash, by way of Preferential Allotment in one or more tranches (hereinafter referred to as **“Warrant Holder(s)/ Proposed Allottee(s)”**) and as mentioned in the Explanatory Statement annexed hereunto to this Notice, and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, thinks fit.

The list of Warrant Holder(s)/Proposed Allottee(s) to whom Equity shares would be issued are as under:

Sr. No.	NAME OF PROPOSED ALLOTTEE(S)	CATEGORY (PROMOTER/NO N PROMOTER)	PROPOSED NO OF FULLY CONVERTIBLE WARRANTS IN THE COMPANY TO BE ALLOTTED
1	Parag Chandulal Mehta	Non Promoter	1,03,143
2	Alka Rajesh Agrawal	Non Promoter	44,204
3	Kedia Seema	Non Promoter	7,367

4	Sadhna Devi Chandak	Non Promoter	7,367
5	Umesh Surendra Kamath	Non Promoter	7,367
6	Meghana Divyagnan Sarvaiya	Non Promoter	7,367
7	Nirmal Kumar Deepchand Gangwal	Non Promoter	73,673
8	Piyush Goyal	Non Promoter	37,500
9	Sharda Agarwal	Non Promoter	22,102
10	Nachiket V Deo	Non Promoter	3,683
11	Neeraj Khubchandani	Non Promoter	3,683
12	Kaushik Daga	Non Promoter	1,47,347
13	Kalpita Agencies Private Limited	Non Promoter	44,204
14	Gaurav Karnawat	Non Promoter	73,673
15	Neelima Karnawat	Non Promoter	73,673
16	Manan Keval Doshi	Non Promoter	29,469
17	Ramesh S Damani	Non Promoter	1,00,000
18	Gautam Pranlal Shah	Non Promoter	7,367
19	Hem Chand Jain	Non Promoter	33,153
20	Rangopal Investment And Trading Company Private Limited	Non Promoter	73,673
21	Vikas Vijaykumar Khemani	Non Promoter	73,673
22	Sameer Manchanda	Non Promoter	75,000
23	Vijay Jain	Non Promoter	7,367
24	Karan Manoj Maheshwari	Non Promoter	14,734
25	Astralit Investments Private Limited	Non Promoter	73,673
26	Pravin Pannalal Shah HUF	Non Promoter	75,000
27	Jitendra Rasiklal Sanghavi	Non Promoter	29,469
28	Alok Saraf	Non Promoter	14,734
29	Priyanka Shwetkumar Koradiya	Non Promoter	1,08,750
30	Satya Pal Gulati	Non Promoter	14,734
31	Pankaj Prasoon HUF	Non Promoter	29,469
32	Arham Samkit Gandhi	Non Promoter	37,500
33	Megh Samkit Gandhi	Non Promoter	37,500
34	Prafull Rai	Non Promoter	29,469
35	Ashok Ramkishan Sikchi	Non Promoter	29,469
36	Gaurav Jain	Non Promoter	19,891
37	Raghav Bahl	Non Promoter	14,734
38	Payal Jilpeshbhai Doshi	Non Promoter	14,734
39	Jilpeshkumar Bhikhabhai Doshi	Non Promoter	14,734
40	Kanchanben Bhikhabhai Doshi	Non Promoter	14,734
41	Sejal Rahul Parikh	Non Promoter	22,102
42	Bhikhalal Chhotalal Doshi	Promoter Group	14,734
43	Bijalben Sanyambhai Vora	Non Promoter	30,000
44	Ritesh Rajnibhai Shah	Non Promoter	33,750
45	Rajnibhai Virchandbhai Shah	Non Promoter	41,250
46	Akshat Greentech Private Limited	Non Promoter	1,10,510
47	Naresh Saraaf	Non Promoter	44,204
48	Singularity Equity Fund I	Non Promoter	5,15,716
49	Emerge Capital Opportunities Scheme	Non Promoter	1,10,510
50	Monika Rajesh Agarwal	Non Promoter	14,734

51	Deepak Dalmia	Non Promoter	13,114
52	Garima Chordia	Non Promoter	14,734
53	Sanjay Popatlal Jain	Non Promoter	17,681
54	Kewalramani Sujay Mohanlal	Non Promoter	17,681
55	Rahil Vipulbhai Mehta	Non Promoter	4,862
56	Priyesh Nikeshkumar Mehta	Non Promoter	4,862
57	Rutvi Priyesh Mehta	Non Promoter	5,009
TOTAL			26,44,836

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the “Relevant Date” for the purpose of determining the price for the issue of Warrants shall be Thursday, June 13, 2024, being the date 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held.

RESOLVED FURTHER THAT without prejudice to the generality of the resolution as aforementioned, the issue of Warrants shall be subject to following terms:

- I) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that the Equity Shares to be so allotted on exercise of the Warrants is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.
- II) The Equity Shares to be allotted on exercise of the Warrants shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the Chapter V of the SEBI ICDR Regulations, 2018.
- III) The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s)/ Proposed Allottee(s) at any time before the expiry of 18 (eighteen) months from the date of allotment of the Warrants.
- IV) An amount equivalent to 25% (i.e. the upfront amount) of the warrant issue price i.e. Rs. 127.25 (Rupees One Hundred and Twenty Seven and Twenty Five Paisa) will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the warrant issue price of the Equity Shares i.e. Rs. 381.75 (Rupee Three Hundred Eighty One and Seventy Five Paisa) shall be payable by the Warrant holder(s)/ Proposed Allottee(s) at the time of exercising the Warrants.
- V) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- VI) The entire pre-preferential allotment shareholding of the Warrant Holder(s)/ Proposed Allottee(s), if any, in the Company shall be subject to locked-in as stipulated in the provisions of Regulation 167 of the SEBI ICDR Regulations.
- VII) The respective Warrant Holders(s)/ Proposed Allottee(s) may exercise the option attached to the Warrants, in one or more tranches, before the expiry of 18 (eighteen)

months by making written application to the Company indicating exact number of Warrants to be exercised along with amount payable. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form

- VIII) The respective Warrant Holders(s)/ Proposed Allottee(s) shall make Payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- IX) In the event the Warrant holder(s)/ Proposed Allottee(s) does not exercise the Warrants within 18 (eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- X) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under the provisions of Regulation 167 of the SEBI ICDR Regulations.
- XI) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder(s)/ Proposed Allottee(s) thereof any rights with respect to that of an Equity shareholder of the Company.
- XII) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Warrant Holder(s)/ Proposed Allottee(s) be recorded for the issue for invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 to be issued to the Warrant Holder(s)/ Proposed Allottee(s) inviting it to subscribe to the Warrants, only after the consent of the Members of the Company is hereby accorded to the issuance of the same to the Subscribers inviting it to subscribe to Warrants.

RESOLVED FURTHER THAT the complete record of private placement be maintained in Form PAS-5.

RESOLVED FURTHER THAT the Warrants and Equity Shares upon conversion, to be issued to Warrant Holder(s)/ Proposed Allottee(s), be listed on National Stock Exchange of India Limited and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the Listing and Trading of the Warrant and Equity Shares upon conversion and admission of the Warrants and Equity Shares upon conversion with the depositories viz. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) and for the credit of such equity shares to the respective dematerialized securities accounts of the Warrant Holder(s)/ Proposed Allottee(s).

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the abovementioned Warrants and Equity Shares upon conversion and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director and / or the Company Secretary and the Compliance Officer of the Company and / or any

person authorized by the Board be & are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange for obtaining In-principle approval, Listing of shares approval, Trading approval and filing of requisite documents with the Registrar of Companies and RBI, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Warrants and Equity Shares upon conversion and utilization of issue proceeds without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any such persons, as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper for the purposes of the Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	18	10426431	15	10424878	3	1553	0	0
E-Voting at EGM	2	3162169	2	3162169	0	0	0	0
Total	20	13588600	17	13587047	3	1553	0	0

This resolution is passed with requisite majority as a Special Resolution.

[Note: Resolution No. 3 as amended vide their Corrigendum letter dated 09th July, 2024]

Thanking You,
Yours faithfully,

Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985

Place: Surat
Date: 15-07-2024
UDIN: **F006116F000742720**