

YH/SE/50/2026-27
September 17, 2026

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, India

Symbol: YATHARTH
ISIN: INE0JO301016

Dept. of Listing Operations
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001, India

Scrip Code: 543950
ISIN: INE0JO301016

Sub.: Outcome of Board Meeting

Re.: Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations')

Dear Sir/Madam,

In furtherance to our intimation dated September 14, 2026, we wish to inform you that the Board of Directors ("Board") of Yatharth Hospital & Trauma Care Services Limited ("Company") at their meeting held today i.e. September 17, 2026 has *inter alia* considered and approved the following:

1. The Increase in Authorised Share Capital and alteration of capital clause in the Memorandum of Association of the Company

Subject to the approval of the shareholders of the Company, the Board has approved the increase in the authorised share capital of the Company from INR 115,00,00,000 (Indian Rupees One Hundred Fifteen Crores) divided into 11,50,00,000 (Eleven Crore Fifty Lakhs) equity shares of face value of INR 10 (Indian Rupees Ten) each, to INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) equity shares of face value of INR 10 (Indian Rupees Ten) each.

Consequently, Capital Clause (Clause V) of the Memorandum of Association of the Company shall be amended, subject to approval by shareholders of the Company and any other approvals under applicable laws.

2. Issuance and allotment of equity shares and warrants of the Company by way of preferential issue on a private placement basis

Subject to the approval of the shareholders of the Company and receipt of approvals from applicable statutory authorities, as may be required, the Board has approved the issuance and allotment of the following securities by way of preferential issue on a private placement basis

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Tel: 011-49967892

Corporate Office

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to Rasmalai Limited (the “Investor”), a company incorporated under the laws of Cyprus, with PAN AANCD0341F, and having its registered address at Kennedy 23, Globe House, Ground & 1st Floors, 1075, Nicosia, Cyprus, for a cash consideration aggregating upto INR 31,50,00,02,910.60 (Indian Rupees Three Thousand One Hundred and Fifty Crores and Two Thousand Nine Hundred Ten and Sixty Paise Only) (the “Preferential Issue”):

- (i) up to 1,30,26,516 (One Crore Thirty Lakhs Twenty Six Thousand Five Hundred and Sixteen) fully paid-up equity shares of the Company of face value of INR 10 (Indian Rupees Ten) each (the “Subscription Shares”), at an issue price of INR 985.17 (Indian Rupees Nine Hundred and Eighty Five and Seventeen Paise Only) per Subscription Share, for an aggregate Subscription Share consideration of INR 12,83,33,32,767.72 (Indian Rupees One Thousand Two Hundred Eighty Three Crore Thirty Three Lakhs Thirty Two Thousand Seven Hundred Sixty Seven and Seventy Two Paise Only); and
- (ii) up to 1,89,47,664 (One Crore Eighty Nine Lakhs Forty Seven Thousand Six Hundred and Sixty Four) warrants of the Company (the “Subscription Warrants”), each carrying a right exercisable by the Investor to subscribe to 1 (one) fully paid-up equity share of face value of INR 10 (Indian Rupees Ten) each of the Company, at a per Subscription Warrant price of INR 985.17 (Indian Rupees Nine Hundred and Eighty Five and Seventeen Paise Only), of which 25% (twenty five per cent), being INR 246.29 (Indian Rupees Two Hundred Forty Six and Twenty Nine Paise Only) is payable upfront and the balance 75% (seventy five per cent), being INR 738.88 (Indian Rupees Seven Hundred Thirty Eight and Eighty Eight Paise Only), is payable at the time of exercise of the Subscription Warrants, in accordance with the terms set out in Schedule IV of the Investment Agreement (*defined below*),

(the Subscription Shares and the Subscription Warrants, together, the “Subscription Securities”).

This minority investment is in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the provisions of the Companies Act, 2013 and the rules made thereunder (“Act”), and other applicable laws, and is subject to: (a) the approval of the shareholders of the Company; (b) receipt of applicable regulatory/governmental approvals; and (c) satisfaction of such other conditions precedent and other terms and conditions, as agreed between the parties in the Investment Agreement.

The Subscription Securities to be issued and allotted by the Company and to be subscribed by the Investor shall represent a minority investment of 24.87% (Twenty-Four point Eight Seven percent) of the post-issue share capital of the Company on a fully diluted basis (factoring granted employee stock options issued by the Company to its employees) (“Proposed Transaction”). Upon completion of the Proposed Transaction, the Investor would be classified as a public shareholder of the Company.

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The Relevant Date, as per the relevant provisions of Chapter V of the SEBI ICDR Regulations, for determination of the floor price of the Subscription Securities shall be 15th September, 2026.

The Floor Price of the equity shares determined in accordance with Chapter V of SEBI ICDR Regulations is INR 984.70 (Indian Rupees Nine Hundred Eighty-Four and Seventy Paise) per Subscription Security. The Board also approved the issue price (“**Subscription Price**”) of the Subscription Securities as INR 985.17 (Indian Rupees Nine Hundred Eighty-Five and Seventeen Paise) Per Subscription Security including premium of INR 975.17 (Indian Rupees Nine Hundred Seventy-Five and Seventeen Paise) per Subscription Security.

The details regarding issuance of Subscription Securities under Regulation 30 of the Listing Regulations read with SEBI Circular Ref. No. HO/49/14/14(7)2025-CFD-POD2/ 1/3762/2026 dated January 30, 2026 (the “**SEBI Circular**”) are set out in **Annexure I**.

In connection with the Preferential Issue, the Board also approved the execution of an investment agreement by the Company with the Investor, and Dr. Ajay Kumar Tyagi, Dr. Kapil Kumar, Dr. Neena Tyagi and Dr. Manju Tyagi (collectively, the “**Promoters**”) dated September 17, 2026 (the “**Investment Agreement**”).

The details regarding the Investment Agreement, as required under Regulation 30 of the Listing Regulations read with clauses (5) and (5A) of Para A of Part A of Schedule III to the Listing Regulations and the SEBI Circular, are set out in **Annexure II**.

3. the Amended and Restated Articles of Association of the Company and grant of special rights to the Investor

Subject to the approval of the shareholders of the Company and in compliance with the Listing Regulations and the Act, the Board has approved the adoption of the amended and restated articles of association of the Company (the “**Restated Articles**”) incorporating *inter alia* the rights and obligations of the Investor under the Investment Agreement. The rights proposed to be granted to the Investor qualify as special rights under Regulation 31B of the Listing Regulations and are also subject to approval of shareholders of the Company by a special resolution.

The Restated Articles shall take effect from the Closing Date (as defined under the Investment Agreement).

The brief details of the rights and obligations of the Investor being incorporated in the Restated Articles are set out in point 5 of **Annexure II** below.

4. the Amended and Restated Articles of Association of the Company and grant of rights to the Promoters

Subject to approval of shareholders of the Company and in compliance with the Listing Regulations and the Act, the Board has approved the adoption of the amended and restated

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articles of association of the Company (the “**Restated Articles**”) incorporating *inter alia* the rights and obligations of the Promoters under the Investment Agreement. The rights proposed to be granted to the Promoters are also subject to approval of shareholders of the Company by a special resolution under Regulation 31B of the Listing Regulations.

The Restated Articles shall take effect from the Closing Date (as defined under the Investment Agreement).

The brief details of the rights and obligations of the Promoters being incorporated in the Restated Articles are set out in point 5 of **Annexure II** below.

5. the Upside Share Arrangement under the Investment Agreement

Under Regulation 26(6) of the Listing Regulations, the Board has approved the upside share arrangement contemplated under the Investment Agreement, pursuant to which upon the Investor divesting part or whole of its shareholding in the Company and achieving a minimum agreed return on its investment, Mr. Ajay Tyagi, a promoter of the Company (“**Promoter**”), shall be entitled to receive an agreed portion of the Investor’s profits (graded based on the amount of return made by the Investor), by way of transfer of equity shares of corresponding value to the Promoter by the Investor and/or equivalent cash, in accordance with the agreed terms of the Investment Agreement (“**Promoter Incentive**”). The Promoter Incentive is also subject to the approval of the public shareholders under applicable law.

The brief details of the Promoter Incentive are set out in point 5 of **Annexure II** below.

6. Convening of an Extra-Ordinary General Meeting

The Board has approved the convening of the Extra-Ordinary General Meeting (“**EGM**”) of the shareholders of the Company on 15th October 2026 at 11 AM (IST) by way of Video Conference or Other Audio-Visual Means along with the draft Notice of EGM to be issued to the shareholders to seek the approval of the shareholders for:

- (a) Increase in authorised share capital and consequent alteration of the Memorandum of Association;
- (b) Preferential Issue;
- (c) Adoption of the Restated Articles of Association and grant of special rights to the Investor;
- (d) Adoption of the Restated Articles of Association and grant of rights to the Promoters; and
- (e) Approval of the upside share arrangement under the Investment Agreement.

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The Notice for the said EGM shall be submitted to the Stock Exchanges in due course in compliance with applicable provisions of the Listing Regulations.

The above information will also be available on website of the Company at <https://www.yatharthhospitals.com/investors/corporate-announcements>

The Meeting of Board of Directors commenced at 10:40 AM (IST) and concluded at 11:39 AM (IST).

This is for your kind information and records.

Thanking You

Yours Faithfully,
For Yatharth Hospital & Trauma Care Services Limited

Ritesh Mishra
Company Secretary & Compliance Officer
M. No. A51166
Encl.: A/a



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Annexure I

Information as required under Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular Ref. No. HO/49/14/14(7)2025-CFD-POD2/ I/3762/2026 dated January 30, 2026

Sr. No.	Particulars	Description
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	(i) Equity shares of face value of INR 10/- (Indian Rupees Ten) each of the Company (“Equity Shares”), fully paid-up; and (ii) Warrants, each carrying a right exercisable by the Investor to subscribe to 1 (one) fully paid-up Equity Share of the Company.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on private placement basis in accordance with Chapter V of the SEBI ICDR Regulations, provisions of Sections 23, 42 and 62 of the Companies Act, 2013 and the rules made thereunder and other applicable laws.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	(i) Up to 1,30,26,516 (One Crore Thirty Lakhs Twenty Six Thousand Five Hundred Sixteen) fully paid-up Equity Shares at an issue price of INR 985.17 (Indian Rupees Nine Hundred Eighty Five and Seventeen Paise) per Subscription Share for an aggregate consideration not exceeding INR 12,83,33,32,767.72 (Indian Rupees One Thousand Two Hundred Eighty Three Crore Thirty Three Lakhs Thirty Two Thousand Seven Hundred Sixty Seven and Seventy Two Paise Only) (“Subscription Share Consideration”). (ii) Up to 1,89,47,664 (One Crore Eighty Nine Lakhs Forty Seven Thousand Six Hundred Sixty Four) warrants, each carrying the right to subscribe to 1 (one) fully paid-up Equity Share, at a per Subscription Warrant price of INR INR 985.17 (Indian Rupees Nine Hundred Eighty Five and Seventeen Paise), for an aggregate consideration not exceeding INR 18,66,66,70,142.88 (Indian Rupees One Thousand Eight Hundred Sixty Six Crores Sixty-Six Lakhs Seventy Thousand One Hundred and Forty Two and Eighty-Eight Paise only) (“Subscription Warrant Consideration”).

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		Aggregate Subscription Consideration: INR 31,50,00,02,910.60 (Indian Rupees Three Thousand One Hundred and Fifty Crores and Two Thousand Nine Hundred and Ten and Sixty Paisa) for up to 24.87% of share capital of the Company (on a fully diluted basis, factoring granted employee stock options issued by the Company to its employees). The Preferential Issue will be undertaken for cash consideration. An amount equivalent to 100% of the Subscription Share Consideration shall be payable by Investor at the time of subscription and allotment of Subscription Shares. Further, an amount equivalent to 25% of the Subscription Warrant Consideration shall be payable by the Investor upfront at the time of subscription and allotment of the Subscription Warrants, and the balance 75% of the consideration shall be payable by Investor at the time of exercise of the Subscription Warrants.														
Additional information in case of a Preferential Issue:																
4.	Name of the investors	Rasmalai Limited, a company/entity incorporated under the laws of Cyprus.														
5.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	The Preferential Issue is subject to approval of shareholders by way of special resolution at the Extraordinary General Meeting of the Company to be held on 15th October 2026 and such other applicable regulatory/governmental authorities, as may be required under applicable laws. Details of shareholding of the Investor, prior to and after the proposed Preferential Issue, is as under: <table><tr><th rowspan="2">Name of Allottee</th><th colspan="2">Pre-Issue</th><th colspan="2">Post-Issue</th></tr><tr><th>No. of Equity Shares</th><th>%</th><th>No. of Equity Shares</th><th>%</th></tr><tr><td>Rasmalai Limited</td><td>Nil</td><td>Nil</td><td>3,19,74,180</td><td>24.87</td></tr></table> <i>Note: The post-issue shareholding percentage is mentioned on a fully diluted basis assuming allotment of all Subscription Shares and exercise of all Subscription Warrants issued to the Investor into equivalent number of equity shares of the Company as well as factoring granted employee stock options issued by the Company to its</i>	Name of Allottee	Pre-Issue		Post-Issue		No. of Equity Shares	%	No. of Equity Shares	%	Rasmalai Limited	Nil	Nil	3,19,74,180	24.87
Name of Allottee	Pre-Issue			Post-Issue												
	No. of Equity Shares	%	No. of Equity Shares	%												
Rasmalai Limited	Nil	Nil	3,19,74,180	24.87												

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		employees. Subscription Price: INR 985.17 (Indian Rupees Nine Hundred and Eighty-Five and Seventeen Paise) per Subscription Security (including a premium of INR 975.17 (Indian Rupees Nine Hundred Seventy-Five and Seventeen Paise) per Subscription Security). The Subscription Price is not lower than the floor price determined in accordance with Regulation 164(1) read with Regulation 166A of Chapter V of SEBI ICDR Regulations. Number of Investors: 1 (one)
6.	In case of convertibles - Intimation on conversion of securities or on lapse of the tenure of the instrument	Subscription Warrants: Each Subscription Warrant carries a right exercisable by the Investor to subscribe to 1 (one) fully paid-up Equity Share of the Company. 25% (twenty-five per cent) of the Subscription Warrant price is payable upfront at the time of subscription and the balance 75% (seventy-five per cent) is payable at the time of exercise of the option attached to the Subscription Warrants. The Subscription Warrants shall not carry any dividend or voting rights. The equity shares issued upon exercise of the Subscription Warrants shall be fully paid-up and rank <i>pari passu</i> with the existing Equity Shares of the Company from the date of allotment thereof. The Subscription Securities shall be allotted in dematerialised form within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations. The tenure of the Subscription Warrants shall not exceed 15 (fifteen) months or 18 (eighteen) months, from the date of their issue and allotment as per the terms of the Subscription Warrants and may be exercised in full or in part, in one or more tranches, during such period. In the event of lapse of the tenure of the Subscription Warrants without the Investor exercising the option attached to such Subscription Warrants, the upfront amount paid on such un-exercised Subscription Warrants shall stand forfeited in accordance with the provisions of the SEBI ICDR Regulations.

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Annexure II

Information as required under Regulation 30 of the Listing Regulations read with clauses 5 and 5A of Para A of Part A of Schedule III to the Listing Regulations and SEBI Circular Ref. No. HO/49/14/14(7)2025-CFD-POD2/ I/3762/2026 dated January 30, 2026

Sr. No.	Particulars	Description
1.	Name(s) of parties with whom the agreement is entered (including name and relationship with the listed entity)	(i) Yatharth Hospital & Trauma Care Services Limited (the “Company”) (ii) Rasmalai Limited, being a company incorporated under the laws of Cyprus (the “Investor”). The Investor is not related to the Company; and (iii) Dr. Ajay Kumar Tyagi, Dr. Kapil Kumar, Dr. Neena Tyagi and Dr. Manju Tyagi (collectively, the “Promoters”). The Promoters are part of the promoter and promoter group of the Company.
2.	Date of entering into the agreement	September 17, 2026
3.	Purpose of entering into agreement	The Investment Agreement records the terms and conditions of the Preferential Issue of Subscription Securities by the Company to the Investor in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws, rights and obligations of the Investor and Promoters in relation to the management of the Company and their inter-se rights and obligations.
4.	Shareholding, if any, in the entity with whom the agreement is executed	As on the date of the disclosure, the: (i) Investor does not have any shareholding in the Company; and (ii) The Promoters collectively hold 5,37,62,672 (Five Crores Thirty Seven Lakhs Sixty Two Thousand Six Hundred and Seventy-Two) Equity Shares, representing 55.80% of the pre-Preferential Issue paid up capital of the Company.
5.	Significant terms of the agreement (in brief), special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital	Key terms of the Investment Agreement are as follows: (i) The consummation of the Preferential Issue is subject to the satisfaction of conditions precedent including receipt of shareholders’ approval, applicable regulatory/statutory approvals (including approval of Competition Commission of India) and in-

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structure, etc.	principle approvals from BSE Limited and National Stock Exchange of India Limited, and on terms and conditions as set out in the Investment Agreement. (ii) From a governance perspective, the Investment Agreement prescribes customary interim period covenants from the date of execution of the Investment Agreement till the completion of the transaction (Interim Period), such as conducting business in ordinary course, etc., to protect and preserve the value of the Company (“Interim Period Covenants”). (iii) The Investment Agreement includes customary representations and warranties provided by the Company, including fundamental warranties, tax warranties and business warranties, and appropriate indemnities which are covered under a warranties and indemnities insurance policy proposed to be obtained by the Investor. The Investor has no recourse against the Company for any indemnity for breach of business warranties that are covered under the warranties and indemnities insurance policy. (iv) The Investment Agreement includes customary fundamental representations and warranties provided by the Investor. (v) Special Rights to the Investor effective from the Closing Date: (a) The Investor shall have the right to nominate: (i) up to 2 (two) non-executive directors (“Investor Nominee Directors”) on the Board of the Company, and (ii) 1 Investor Nominee Director on each of the audit committee and the nomination and remuneration committee of the Board, in each case, so long as the Investor has shareholding above certain thresholds specified in the Investment Agreement. (b) Customary reserved matters rights requiring the affirmative vote, or affirmative written consent of the Investor, so long as the Investor has shareholding above certain thresholds specified in the Investment Agreement.
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📍 Plot No. 9 & 9A, Sector 20B, Faridabad, Haryana-121001

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		(c) Customary pre-emptive right in relation to future preferential issue of securities, so long as the Investor has shareholding above certain thresholds specified in the Investment Agreement, and certain other rights as set out in the Investment Agreement. (vi) Rights to the Promoters effective from the Closing Date: (a) The Promoters shall have the right to nominate: (i) majority non-independent directors (“Promoter Nominee Directors”) on the Board of the Company, and (ii) 1 Promoter Nominee Director on each of the audit committee and the nomination and remuneration committee of the Board, in each case, so long as the Promoters have shareholding above certain thresholds specified in the Investment Agreement. (b) Customary reserved matter rights requiring the affirmative vote, or affirmative written consent of the Promoters, so long as the Promoters have shareholding above certain thresholds specified in the Investment Agreement. (vii) The Promoters shall be subject to a lock-in period of 3 (three) years from the Closing Date, subject to certain carve-outs. (viii) Upon the Investor divesting part or whole of its shareholding in the Company and achieving a minimum agreed return of more than 3x MOM on its investment, Mr. Ajay Tyagi, a promoter of the Company (“Promoter”), shall be entitled to receive an agreed portion of the Investor’s profits (graded based on the amount of return made by the Investor), by way of transfer of equity shares of corresponding value (“Upside Shares”) to the Promoter by the Investor. The Upside Share entitlement may be paid in cash or in a combination of cash and Equity Shares of the Company, in certain events specified under the Investment Agreement.
6.	Extent and the nature of impact on management or	There is no change in control of the Company pursuant to the consummation of the transactions under the

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Tel: 011-49967892

Corporate Office

Sovereign Capital Gate, FC-12, Sec-16A, Noida-201301

Tel: 0120-6811236 | Email: cs@yatharthhospitals.com

Web: www.yatharthhospitals.com

Our Hospitals

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📍 Sector-01, Greater Noida West, Uttar Pradesh-201306

📍 Sector-110, Noida, Uttar Pradesh-201304

📍 Jhansi Mauranipur Highway, Orchha, Madhya Pradesh-472246

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	control of the listed entity	Investment Agreement. The Investor will be classified as a public (non-promoter) shareholder of the Company.
7.	Details and quantification of the restriction or liability imposed upon the listed entity	Please refer to point 5 of this Annexure II above - other than in relation to fraud by the Company and breach of Interim Period Covenants and certain customary indemnity matters, the indemnities under the Investment Agreement are being provided under a warranties and indemnities insurance policy proposed to be obtained by the Investor prior to closing.
8.	Whether, the said parties are related to promoter / promoter group / group companies in any manner? If yes, nature of relationship	The Investor is not related to the promoter / promoter group / group companies of the Company. The Investor will be a public (non-promoter) shareholder of the Company upon completion of the Preferential Issue. The Promoters are part of the promoter and promoter group of the Company.
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"?	Not applicable.
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued	The Company proposes to issue to the Investor the following securities under the Preferential Issue: (i) 1,30,26,516 (One Crore Thirty Lakhs Twenty Six Thousand Five Hundred Sixteen) Equity Shares at a price of INR 985.17 (Indian Rupees Nine Hundred Eighty Five and Seventeen Paisa) per Equity Share. (ii) 1,89,47,664 (One Crore Eighty Nine Lakhs Forty Seven Thousand Six Hundred Sixty Four) warrants (each carrying the right to subscribe to 1 (one) fully paid-up Equity Share) at a per warrant price of INR 985.17 (Indian Rupees Nine Hundred Eighty Five and Seventeen Paisa), of which 25% is payable upfront and the remaining 75% at the time of exercise of the warrants. Aggregate Subscription Consideration: INR 31,50,00,02,910.60 (Indian Rupees Three Thousand One Hundred and Fifty Crores and Two Thousand Nine Hundred and Ten and Sixty Paisa). The Subscription Securities shall represent 24.87% of the

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		post-issue share capital of the Company on a fully diluted basis (factoring granted employee stock options issued by the Company to its employees).
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Please refer to point 5 of this Annexure II above.
12.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreement; (b) nature of the agreement; (c) date of execution of the agreement; (d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable
13.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s) (i) name of parties to the agreement; (ii) nature of the agreement; (iii) date of execution of the agreement; (iv) details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); (v) reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

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