

August 14, 2024

To,  
The Chief General Manager  
Listing Operation,  
BSE Limited,  
20th Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001.  
**Scrip Code: 524743**

Dear Sir/ Madam,

**Sub: Outcome of Board Meeting held on 14<sup>th</sup> August, 2024**

Pursuant to Regulation 30 & 33 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have inter-alia approved and taken on record the following at its meeting held today (14/08/2024):

1. **Financial Results**

Unaudited Financial Results (Standalone and Consolidated) for the Quarter and Period ended 30/06/2024 in the format specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), together with a copy of the Limited Review Reports of M/s. Bilimoria Mehta & Co., Chartered Accountants, Mumbai for your records and for uploading in your website. The aforesaid Unaudited Financial Results are also uploaded on the Company's website [www.fischermv.com](http://www.fischermv.com)

An extract of the aforesaid Unaudited Financial Results, in the manner prescribed under the SEBI Listing Regulations, will be published in English and Marathi newspapers within the time stipulated **Annexure-1**.

2. Subject to Shareholders approval, issuance of up to 3,36,471 (Three Lakhs Thirty Six Thousand Four Hundred and Seventy One) Equity Shares of Rs. 10/- (Rupees Ten only) each an issue price of Rs. 550/- (Rupees Five Hundred and Fifty only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of Pellucid Networks PTE Limited ("Proposed Preferential Issue") the persons other than promoters and promoter group, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. **(Details are enclosed herewith as Annexure 2);**

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3. Subject to Shareholders approval, issuance of up to 3,81,818 [Three Lakhs Eighty One Thousand Eight Hundred and Eighteen) Equity Shares of Rs. 10/- (Rupees Ten only) each an issue price of Rs. 550/- (Rupees Five Hundred and Fifty only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of Health Digital Technologies Sdn Bhd ("Proposed Preferential Issue") the persons other than promoters, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. **(Details are enclosed herewith as Annexure 3);**
  4. Subject to Shareholders approval, issuance of up to 2,29,091 [Two lakhs Twenty Nine Thousand Ninety One] Equity Shares of Rs. 10/- (Rupees Ten only) each an issue price of Rs. 550/- (Rupees Five Hundred and Fifty only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of USP Data Labs PTE Limited ("Proposed Preferential Issue") the persons other than promoters, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. **(Details are enclosed herewith as Annexure 4);**
  5. Subject to Shareholders approval, issuance of up to 4,25,455 [Four Lakhs Twenty Five Thousand Four Hundred and Fifty Five) Equity Shares of Rs. 10/- (Rupees Ten only) each an issue price of Rs. 550/- (Rupees Five Hundred and Fifty only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of Edusoft Healthcare Private Limited ("Proposed Preferential Issue") the persons other than promoters, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. **(Details are enclosed herewith as Annexure 5);**
  6. Subject to Shareholders approval, issuance of up to 4,58,182 [Four Lakhs Fifty Eight Thousand One Hundred and Eighty Two) Equity Shares of Rs. 10/- (Rupees Ten only) each an issue price of Rs. 550/- (Rupees Five Hundred and Fifty only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of Wondertech Group ("Proposed Preferential Issue") the persons other than promoters and promoter group, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. **(Details are enclosed herewith as Annexure 6);**
  7. **31st Annual General Meeting:**  
The 31st Annual General Meeting ('AGM') of the Members of the Company will be held on Tuesday, 17th September 2024 through video conferencing or other audio-visual means.
  8. Considered & approved the appointment of M/s Nuren Lodaya & Associates Practicing Company Secretary as Scrutinizer of the Extra-Ordinary General Meeting, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner;

9. **Closure of Register of Members:**

Please note that the share transfer books of the Company will remain closed 11/09/2024 (Wednesday) to 17/09/2024 (Tuesday) (both days inclusive).

10. Appointed M/s Nuren Lodaya & Associates Practicing Company Secretary (M No. A60128; COP No. 24248) as Secretarial Audit of the Company for the F.Y. 2024-25.
11. Noted the Resignation of Mr. Krishna Kumar Om Prakash Dubey (DIN 09829412) as Independent Director of the Company with effect from closing hours of August 13, 2024. Details as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 are enclosed herewith as **Annexure-7**
12. Appointed M/s S. Ramanand Aiyar & Co (FRN: 000990N) as Internal Auditor of the Company for the F.Y. 2024-25.
13. The Board of Directors on the recommendations of Nomination Remuneration Committee have approved the appointment of Mr. AravindKumar V as the Company Secretary of the Company (Membership No. 42531) designated as the Key Managerial Personnel w.e.f August 14, 2024 pursuant to the provisions of section 203 of the Companies Act, 2013 are given as **Annexure-8**.
14. Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we wish to inform the exchange that Mr. Deepak Vyas, Company Secretary (Membership No. 72019) has decided to step down as Company Secretary of the Company vide his letter dated August 13, 2024 and will be relieved from the services of the Company with effect from close of business hours on August, 13, 2024. Details as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 are enclosed herewith as **Annexure-9**.

The Board Meeting commenced at 3.00 PM (IST) and concluded at 7.10 PM (IST)

Please take on record.

Thanking You,

Yours Truly,

For **FISCHER MEDICAL VENTURES LIMITED**  
(Formerly known as Fischer Chemic Limited)



**RAVINDRAN GOVINDAN**  
**CHAIRMAN & MANAGING DIRECTOR**



FISCHER MEDICAL VENTURES LIMITED (formerly known as Ficher Chemic Limited)  
CIN: L86900MH1993PLC288371

Regd Off: 104, First Floor Raghuleela Mega Mall Behind Poisar Depot Kandivali West, Mumbai, Maharashtra, India, 400067  
Corp off: Level 5, Prestige Palladium Bayan, No. 129-140 Greams Road, Chennai, Tamil Nadu, 600006, India  
Email: cs@fischermv.com | fischerchemicldt@gmail.com | Website: www.fischerchemic.in

Unaudited Standalone and Consolidated Financial Results for the Quarter Ended 30.06.2024 pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015.

Rs. In Lakhs

SL NO	PARTICULARS	STANDALONE					CONSOLIDATED				
		Quarter Ended			Year Ended		Quarter Ended			Year Ended	
		30.06.2024	31.03.2024	30.06.2023	31.03.2024	31.03.2023	30.06.2024	31.03.2024	30.06.2023	31.03.2024	31.03.2023
(Unaudited)	(Audited - Refer Note No.5)	(Unaudited)	(Audited)	(Audited)	(Unaudited)	(Audited - Refer Note No.1)	(Unaudited)	(Audited)	(Audited)		
I	Revenue From Operations	0.00	1134.02	0.00	1152.83	17.95	1012.07	2079.32	0.00	2098.13	0.00
II	Other Income	112.23	72.35	0.00	75.05	0.00	74.17	46.78	0.00	50.12	0.00
III	Total Income (I + II)	112.23	1206.37	0.00	1227.88	17.95	1086.24	2126.10	0.00	2148.25	0.00
IV	Expenses										
	Cost Of Materials Consumed	0.00	1072.36	0.00	1072.36	0.00	-	1573.80	-	1573.80	0.00
	Purchase Of Stock-In-Trade	0.00	0.00	0.00	0.00	0.00	1751.84	7.87		7.87	0.00
	Changes In Inventories of Finished Goods, Work-In-Progress And Stock-In-Trade	0.00	0.00	0.00	0.00	0.00	(890.39)	63.74	-	63.74	0.00
	Employee Benefits Expense	2.53	1.29	0.62	5.50	4.75	39.31	33.86	-	38.10	0.00
	Finance Costs	0.00	0.00	1.58	1.58	1.65	12.50	5.18	0.00	6.76	0.00
	Depreciation and Amortisation Expenses	0.05	0.06	0.00	0.08	0.00	27.72	18.19	0.00	18.21	0.00
	Other Expenses	8.70	70.01	8.98	94.49	11.67	128.94	148.18	0.00	228.66	0.00
	Total Expenses	11.28	1143.72	11.18	1174.01	18.08	1069.92	1850.82	0.00	1937.16	0.00
V	Profit / (Loss) Before Exceptional Items & Tax (III - IV)	100.95	62.65	(11.18)	53.87	(0.13)	16.32	275.29	0.00	211.12	0.00
VI	Exceptional Items			0.00			(8.71)		-	-	
VII	Profit / (Loss) Before Tax (V - VI)	100.95	62.65	(11.18)	53.87	(0.13)	7.61	275.29	0.00	211.12	0.00
VIII	Tax Expense										
	Current Tax	(17.00)	(3.00)	-	(3.00)	-	(17.00)	(3.00)	0.00	(3.00)	
	Deferred Tax (Asset) / Liability	(0.01)	(0.02)	(10.57)	(10.59)	(3.52)	(2.32)	(13.76)	0.00	(24.33)	
	Reversal of Excess Provision / Provision For Taxation Relating To Earlier Years		-	-		-			-	0.00	
IX	Profit / (Loss) For The Period From Continuing Operations (VII - VIII)	83.94	59.63	(21.75)	40.28	(3.65)	(11.71)	258.53	0	183.79	0.00
X	Profit / (Loss) From Discontinued Operations		-	-	-	-			-	-	
XI	Tax Expense Of Discontinued Operations		-	-	-	-			-	-	
XII	Profit / (Loss) From Discontinued Operations After Tax (X - XI)		-	-	-	-			-	-	
XIII	Profit / (Loss) For The Period (IX + XII)	83.94	59.63	(21.75)	40.28	(3.65)	(11.71)	258.53	0.00	183.79	0.00
	Other Comprehensive Income										
	Items That Will Not Be Reclassified To Profit / (Loss)										
XIV	(i) Remeasurement of Defined Benefit Plan - Actuarial Gains / (Losses)	0.00	0.00	-	0.00	0.00	0.00	0.00	-	0.00	
	(ii) Income Tax Relating On Above	0.00	0.00	-	0.00	0.00	0.00	0.00	-	0.00	
	(iii) Equity Instruments Through Other Comprehensive Income		-	-	-	-				0.00	
	Other Comprehensive Income - Total	0.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00
XV	Total Comprehensive Income For The Period (Comprising Profit / (Loss) For The Period (After Tax) And Other Comprehensive Income For The Period (After Tax))	83.94	59.63	(21.75)	40.28	(3.65)	(11.71)	258.53	0.00	0.00	0.00
XVI	Paid Up Equity Share Capital (Face Value Re.1/-)	5350.00	5350.00	17.20	5350.00	17.20	5350.00	5350.00	17.20	5350.00	17.20
XVII	Other Equity					30420.05					
	Earnings Per Share (EPS)										
XVIII	(a) Basic And Diluted EPS From Continuing Operations (In Rs.)	0.16	0.15	12.64	0.36	(2.12)	(0.02)	0.65	0.00	1.65	0.00
	(b) Basic And Diluted EPS From Discontinued Operations (In Rs.)	-	-	-	-	-	-	-	-	-	-
	(c) Basic And Diluted EPS From Continuing and Discontinued Operations (In Rs.)	0.15	0.15	12.64	0.24	(2.12)	(0.02)	0.64	0.00	1.08	0.00

Notes:

- The acquisition of M/s. Time Medical International Ventures (India) Private Limited' has been done during the Quarter four of the Previous financial year ended on 31st March 2024. Since consolidation has been done in the previous year quarter ended, There is No comparatives of previous year's figures as on ended 30th June 2023.
- M/s. Time Medical International Ventures (India) Private Limited, during the period under review has made overseas investments in the following companies for 20% Stakes in M/s. Blusim tech pte Ltd. (Singapore) on 16th May 2024 & M/s. The Therapy Platform Pte Ltd (Singapore) 24th May 2024
- M/s. Time Medical International Ventures (India) Private Limited, during the period under review has made Advance investment on 25th June 2024 in M/s. Time Medical Philippines INC of Rs- 5.09 crores and shares were allotted on 04th July-24.
- M/s. Time Medical International Ventures (India) Private Limited, a Material Subsidiary of the Company, has made investment in M/s. Sascan Meditech Pvt Ltd which is into Development of HealthCare devices acquiring 19% of the Share Capital of the Company on 10th July 2024 for Rs - 3.49 crores
- Your Company, has also made investment in "FlynnCare Health Innovations Private Limited" has been incorporated on 29th July, 2024 as the wholly Owned Subsidiary of the Company. FlynnCare is into the Business of Developing Designing and Providing health technology Solutions and other related software and applications for various branches of Medicines on 29th July 2024. Consideration 1,00,000

// BY ORDER OF THE BOARD //

For Fischer Medical Ventures Limited  
(for Fischer Chemic Limited)

Mr. Ravindran Govindan  
Chairman & Managing Director



Place: Mumbai  
Date: 14/08/2024

## **Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial**

### **Results and Year to date of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

**To**

**The Board of Directors of Fischer Medical Ventures Limited**

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of Fischer Medical Ventures Limited ('the Company') for the quarter ended **30<sup>th</sup> June 2024**, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act') , and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI {Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Bilimoria Mehta & Co.  
Chartered Accountants  
Firm Reg. No. 101490W

PRAKASH  
RAMNIKLAL  
MEHTA

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Prakash Mehta  
Partner  
Membership no. 030382  
UDIN: 24030382BKFJCS6288  
Place of Signature: Mumbai  
Date: 14-08-2024

**Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to date of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

**To**

**The Board of Directors of Fischer Medical Ventures Limited**

1. We have reviewed the accompanying statement of Consolidated unaudited financial results ('the Statement') of Fischer Medical Ventures Limited ('the Company') for the quarter ended **30<sup>th</sup> June 2024**, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act') , and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI {Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. We did not audit the financial statements of the subsidiary company and associates of subsidiary as shown in “Annexure A”. Subsidiary whose financial information reflect a total Non-current assets of Rs. 43.76 crores, total current asset of Rs. 51.73 crores and total Non-current liabilities of Rs. 38.92 crores and total Current liabilities of Rs. 18.22 Crores resulting into a loss of Rs. 95.64 crore for the Quarter ended 30th June 2024 after taking into consideration losses of Associated. According to the information and explanations given to us by the management, this financial information is not material to the group. Our conclusion is not modified in respect of this matter with respect to our reliance on the financial information certified by the Board of Directors. Consequently, the consolidated financial statements may be affected by any adjustments that might have been determined to be necessarily had the subsidiary’s financial statements been audited.

### Annexure A

#### Subsidiary and Joint Venture of Subsidiary

<b>Sr no</b>	<b>Particulars</b>	<b>Stakes</b>	<b>Status</b>
1	Time Medical International Ventures (India) Private Limited	100%	Subsidiary
2	Blusim tech Pte Ltd. (Singapore)	20%	Associate of (Time Medical)
3	The Therapy Platform Pte Ltd (Singapore)	20%	Associate of (Time Medical)

For Bilimoria Mehta & Co.  
Chartered Accountants  
Firm Reg. No. 101490W

**PRAKASH  
RAMNIKLAL  
MEHTA** Digitally signed by  
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Date: 2024.08.14  
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Prakash Mehta  
Partner  
Membership no. 030382  
UDIN: 24030382BKFJCT9265  
Place of Signature: Mumbai  
Date: 14-08-2024



## ANNEXURE 2

Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

### Preferential Issue of Equity Shares of the Company for consideration other than cash.

Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 3,36,471 (Three Lakhs Thirty Six Thousand Four Hundred Seventy One) Equity Shares of Rs. 10/- (Rupees Ten) each for other than cash at a price of Rs. 550/- (Rupees Five Hundred and Fifty) per share total consideration aggregating to Rs. 17,59,11,450/- (Rupees Seventeen Crore Fifty Nine Lakhs Eleven Thousand Four Hundred and Fifty only).
Issue price	Rs. 550/- (Rupees Ten)
Names of the Investors	Refer Table A of Annexure II
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure II
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

**Table A of Annexure II**

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
ZIG Ventures Limited	Non-Promoter	0	0	1,57,535	1,57,535	0.27
SNS Holdings Pte. Ltd.	Non- Promoter	0	0	86,848	86,848	0.15
Ravindran Govindan	Promoter	0	0	67,484	67,484	0.12
Ong Kok Wah	Non- Promoter	0	0	24,604	24,604	0.04

\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares

**Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.**

**Preferential Issue of Equity Shares of the Company for consideration other than cash.**

Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 3,81,818 (Three Lakhs Eighty one Lakhs Eight Hundred and Eighteen) Equity Shares of Rs. 10/- (Rupees Ten) each for other than cash at a price of Rs. 550/- (Rupees Five Hundred and Fifty) per share total consideration aggregating to Rs. 20,99,99,900/- (Rupees Twenty Crore Ninety Nine lakhs Ninety Nine Thousand Nine Hundred only).
Issue price	Rs. 550/- (Rupees Ten)
Names of the Investors	Refer Table A of Annexure II
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure II
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

**Table A of Annexure II**

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
HEALTH DIGITAL TECHNOLOGIES SDN. BHD.	Non-Promoter	0	0	3,81,818	3,81,818	0.69

*\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

**Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.**

**Preferential Issue of Equity Shares of the Company for consideration other than cash.**

Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 2,29,091 (Two Lakhs Twenty Nine Thousand and Ninety onr) Equity Shares of Rs. 10/- (Rupees Ten) each for other than cash at a price of Rs. 550/- (Rupees Five Hundred and Fifty) per share total consideration aggregating to Rs. 12,60,00,050/- (Rupees Twelve Crores Sixty Lakjs and Fiftyonly).
Issue price	Rs. 550/- (Rupees Ten)
Names of the Investors	Refer Table A of Annexure II
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure II
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

**Table A of Annexure II**

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
USP Data Labs PTE.LTD	Non-Promoter	0	0	2,29,091	2,29,091	0.41

*\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

**Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.**

**Preferential Issue of Equity Shares of the Company for consideration other than cash.**

Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 4,21,622 (Four Lakhs Twenty One Thousand Six Hundred and Twenty Two) Equity Shares of Rs. 10/- (Rupees Ten) each for other than cash at a price of Rs. 550/- (Rupees Five Hundred and Fifty) per share total consideration aggregating to Rs. 23,18,92,320/- (Rupees Twenty Three Crores Eighteen Lakhs Ninety Two Thousand Three Hundred and Twenty only).
Issue price	Rs. 550/- (Rupees Ten)
Names of the Investors	Refer Table A of Annexure II
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure II
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

**Table A of Annexure II**

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Edusoft Healthcare Private Limited	Non-Promoter	0	0	4,21,622	4,21,622	0.77

*\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

**Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.**

**Preferential Issue of Equity Shares of the Company for consideration other than cash.**

Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 458182 (Four Lakhs Fifty Eight Thousand One Hundred and Eighty Two) Equity Shares of Rs. 10/- (Rupees Ten) each for other than cash at a price of Rs. 550/- (Rupees Five Hundred and Fifty) per share total consideration aggregating to Rs. 25,20,00,100/- (Rupees Twenty Five Crores Twenty Lakhs one Hundred and Twenty only).
Issue price	Rs. 550/- (Rupees Ten)
Names of the Investors	Refer Table A of Annexure II
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure II
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

**Table A of Annexure II**

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Wonder Tech Group	Non-Promoter	0	0	458182	458182	0.83

*\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

**Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. EBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

<b>Name</b>	KRISHNA KUMAR OMPRAKASH DUBEY
<b>DIN</b>	09829412
<b>Reason for Change</b>	Resignation as the Director of the Company with effect from closure of Business hours on 13 <sup>th</sup> August 2024 due to personal reasons
<b>Brief profile (in case of appointment)</b>	<b>Not Applicable</b>
<b>Disclosure of relationships between Directors</b>	No relation with Directors

**Details of Appointment Mr. Aravindkumar. V, Company Secretary & Compliance Office and Nodal officer**

S No.	Particulars	Details
1	Reason for change	The appointment is made pursuant to the recommendations of Nomination & Remuneration Committee.
2	Date of Appointment & terms of appointment	Date of appointment – Effective from – 14 <sup>th</sup> August 2024  The Remuneration and other terms of the newly appointed Company Secretary shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
3	Brief profile (in case of appointment)	Mr. Aravindkumar V, is an Associate Member of the Institute of Company Secretaries of India (Membership No. A42531. With nearly a decade of versatile experience as a Company Secretary and Compliance Officer, Aravind has seamlessly navigated the intricate realms of corporate governance and legal compliance. He has handled a myriad of responsibilities, including the execution of board meetings, drafting agendas, minutes, ensuring adherence to all applicable laws, maintaining statutory registers in alignment with the Companies Act and ensuring strict compliance with Registrar of Companies (ROC) and Stock Exchange regulations.
4	Disclosure of Relationships between Directors (in case of Appointment of a Director)	Not applicable
5	Information as required pursuant to BSE Circular with ref. No. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd.with Ref. No. NSE/CML/2018/24, dated June 20,2018.	Not applicable

**Details of Resignation of Mr. Deepak Vyas, Company Secretary & Compliance Officer**

S No.	Particulars	Details
1	Reason for change	Mr. Deepak Vyas has tendered his resignation from the position of Company Secretary & Compliance Officer (Key Managerial Personnel) of the Company vide his letter dated 13 <sup>th</sup> August, 2024. He has decided to move on to pursue opportunities outside the Company.
2	Date of cessation	He will be relieved from the services of the Company with effect from close of business hour on August 13, 2024.
3	Brief profile (in case of appointment)	Not applicable
4	Disclosure of Relationships between Directors (in case of Appointment of a Director)	Not applicable
5	Information as required pursuant to BSE Circular with ref. No. LIST/COM P/14/2018-19 and the National Stock Exchange of India Ltd. with Ref. No. NSE/CML/2018/24, dated June 20, 2018.	Not applicable

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