14th Annual Report

2013 - 2014

ZOTA HEALTH CARE LIMITED

WHO-GMP CERTIFIED COMPANY

NSIC-CRISIL-SE-A1

Corporate Office : "ZOTA HOUSE" 2/896, Hira Modi Street, Sagrampura, SURAT - 395 002. (Guj.) INDIA

Phone : (0261) 2331601 • Tele Fax : (0261) 2346415

email : info@zotahealthcare.com zotahealth@yahoo.com • Visit us at : www.zotahealthcare.com

CRISIL
RATINGS

NSIC-CRISIL Performance and Credit Rating

Zota Health Care Limited, Gujarat

has been awarded an NSIC-CRISIL Rating of

NSIC - CRISIL

SE 1A*

*Current accepted rating and validity available on www.crisil.com

on April 29, 2014.

This rating indicates `Highest Performance Capability and High Financial Strength`.

This rating is valid till April 28, 2015.

Roopa Kudva

Roopa Kudva
Managing Director and Chief Executive Officer

Zota Health Care Limited

Regd. Off: Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat-395002
CIN:U24231GJ2000PLC038352
Email: zotahealth@yahoo.com ph: 0261-2331601 web:www.zotahealthcare.com

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Shri Manukant Zota
Shri Ketan Zota
Shri Himanshu Zota
Shri Kamlesh Zota

STATUTORY AUDITORS:

PRADEEP K. SINGHI & ASSOCIATES,
Chartered Accountants, Surat.

BANKER TO THE COMPANY:

AXIS BANK LTD.
STATE BANK OF INDIA

REGISTERED OFFICE:

ZOTA HOUSE, 2/896,
Hira-Modi Street,
Sagarampura,
Surat - 395 002.

BRANCH OFFICE:

ZOTA HOUSE,
Bhagwan Aiiyappa Complex,
Batliboi Circle,
Udhna Navsari Main Road,
Pandesara, Surat.

SEZ UNIT

Plot No.169,
Surat Special Economic Zone,
Sachin, Surat.

ZOTA HEALTH CARE LIMITED Has Been
AWARDED
An Crisil Raiting of NSIC-CRISIL-SE-A1 This Rating Indicates
"HIGEST" Performance Capability and "HIGH" Financial Strength

Zota Health Care Limited

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NOTICE OF A.G.M

Notice is hereby given that an **14th ANNUAL GENERAL MEETING** of the members of M/s Zota Health Care Limited will be held at Registered Office of the Company at "Zota House", 2/896, Building No. B, 2nd Floor, Hira-Modi, Street, Sagrampura, Surat – 395002 on Tuesday, 30th September, 2014 at 11:00 a.m. to consider and transact the following business:

Ordinary Business:

1. **To receive, consider and adopt the Audited Financial Statement as at 31st March, 2014.**
   RESOLVED THAT the Balance sheet as on 31/03/2014, P & L A/c and the cash flow statement for the year ended on that date together with Auditors Report and Directors Report be and are hereby considered and adopted.

2. **Declaration of dividend on Equity Shares @ 10%.**
   RESOLVED THAT, pursuant to the recommendation of Directors, dividend @ Rs. 1/- per equity share on the equity share capital of the Company be and is hereby declared out of profit of the company for the year ended 31st March, 2014 and that the same be paid on or after the Annual General Meeting to those shareholders whose name appear on the Register of members.

3. **Re-appointment of M/s Pradeep K. Singhi & Associates as Auditor and authorize the directors to fix the auditor's remuneration.**
   To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
   RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made hereunder M/s Pradeep K. Singhi & Associates, having firm registration no. 126027W, Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company for a term of 5 years from the conclusion of this 14th Annual General Meeting till the conclusion of 17th Annual General Meeting subject to ratification at every Annual general meeting at such remuneration as may be determined by the Board of Directors of company.

SPECIAL BUSINESS:

4. **Re-appointment of Shri Kamlesh Rajnikant Zota as a Director liable to retire by rotation.**
   To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-
   RESOLVED THAT Shri Kamlesh Rajnikant Zota (DIN:00822705), Whole Time Director of the Company, who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

   Resolved Further that pursuant to section 196, 197 read with Shedule V and Rule 3 of the Companies (Appointment and Remuneration and Managerial Personnel) Rules 2014 and any other applicable provisions of the Companies Act, 2013, Shri Kamlesh Rajnikant Zota was appointed as a Whole Time Director for a period of 5 years ending on 31st March, 2015, be and is hereby re-appointed as Whole Time Director for a further period of Five years from 01/04/2015 to 31/03/2020 at a remuneration of Rs. 75000/- per month and a commission of 0.1% p.a on gross turnover of the Company."

5. **Re-appointment of Shri Himanshu Muktilal Zota as a Director liable to retire by rotation.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT Shri Himanshu Muktilal Zota (DIN: 01097722), Whole Time Director of the Company, who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

"Resolved Further that pursuant to section 196, 197 read with Shedule V and Rule 3 of the Companies (Appointment and Remuneration and Managerial Personnel) Rules 2014 and any other applicable provisions of the Companies Act, 2013, Shri Himanshu Muktilal Zota was appointed as a Whole Time Director for a period of 5 years ending on 31st March, 2015, be and is hereby re-appointed as Whole Time Director for a further period of Five years from 01/04/2015 to 31/03/2020 at a remuneration of Rs. 75000/- per month and a commission of 0.1% p.a on gross turnover of the Company."

6. **Renewal of Terms of Shri Ketan Kumar Chandulal Zota, Managing Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to section 196, 197 read with Shedule V and Rule 3 of the Companies (Appointment and Remuneration and Managerial Personnel) Rules 2014 and any other applicable provisions of the Companies Act, 2013, Shri Ketan Kumar Chandulal Zota (DIN: 00822594) was appointed as a Managing Director for a period of 5 years ending on 31st March, 2015, be and is hereby re-appointed as Managing Director for a further period of Five years from 01/04/2015 to 31/03/2020 at a remuneration of Rs. 75000/- per month and a commission of 0.1% p.a on gross turnover of the Company."

7. **Renewal of term of Shri Manukant Chandulal Zota, Whole Time Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to section 196, 197 read with Shedule V and Rule 3 of the Companies (Appointment and Remuneration and Managerial Personnel) Rules 2014 and anyother applicable provisions of the Companies Act, 2013, Shri Manukant Chandulal Zota (DIN: 02267804) who was appointed as a Whole Time Director for a period of 5 years ending on 31st March, 2015, be and is hereby re-appointed as Whole Time Director for a further period of Five years from 01/04/2015 to 31/03/2020 at a remuneration of Rs. 75000/- per month and a commission of 0.1% p.a on gross turnover of the Company."

8. **Appointment of Shri Gaurang Rashmikant as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any of the companies act, 2013 and rules made there under, Shri Gaurang Rashmikant Mehta (DIN: 03245865) Who Was Appointed as a Director being eligible offers himself as an Independent Director of the Company, be and is hereby appointed as an independent Director of the Company to hold office for a period of Five consecutive years from the conclusion of this 14th annual General Meeting till the conclusion of 19th Annual General Meeting."

9. **Appointment of Shri Shailesh Kumar Sevantilal Shah as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any of the companies act, 2013 and rules made there under, Shri ShaileshKumar Sevantilal Shah (DIN: 03245881) Who Was Appointed as a Director being eligible offers himself as an Independent Director of the Company, be and is hereby appointed as an independent Director of the Company to hold office for a period of Five consecutive years from the conclusion of this 14th annual General Meeting till the conclusion of 19th Annual General Meeting."

10. Appointment of Shri Mahesh Mavjibhai Prajapati as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any of the companies act, 2013 and rules made there under, Shri Mahesh Mavjibhai Prajapati (DIN: 03245989) Who Was Appointed as a Director being eligible offers himself as an Independent Director of the Company, be and is hereby appointed as an independent Director of the Company to hold office for a period of Five consecutive years from the conclusion of this 14th annual General Meeting till the conclusion of 19th Annual General Meeting."

11. Adoption Of new set of Articles Of Association Of The Company:

To consider and if thought fit, to pass with or without modification following Resolution as a Special Resolution:

RESOLVED THAT pursuant to section 14 of the Companies Act, 2013 and other applicable provisions (Including any statutory modification or amendment or re-enactment thereto); approval of the company be and is hereby accorded to alter the articles of association of the company by adopting complete new set of articles of association of the company.

Resolved Further That any Director be and is hereby authorised to take necessary steps for giving effect to the resolution, including filing the necessary forms with Registrar of Companies.

12. Taking of Loans and matters related thereto:

To consider and if thought fit, to pass with or without modification following Resolution as a Special Resolution:

RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors or any one of the director of the company acting individually on behalf of the company under Section 180(1)(c) of the Companies Act, 2013 and any other provisions related thereto to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs. 20.00 Crores (Rupees Twenty Crores Only).

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage and/or create charge by the Board of Directors of the Company or any director acting individually on behalf of the company, by way of on all or any of the movable and immovable properties of the Company in favour of the Bank or any other Lender to secure any loan/ facilities/ other obligations/ Guarantee / fund based or Non fund based facilities not exceeding Rs. 20.00 Crores (Rupees Twenty Crores Only) sanctioned/issued/ lend/ provided by a bank or any other Lender to the Company together with interest, further interest, penal interest, commitment charges, costs, charges, expenses and all other monies (including any increase as a result of devaluation/ revaluation/ fluctuation in the rate of exchange of foreign currency involved) payable by the Company to the bank or any other Lender as per the terms and conditions accepted by the Board of directors or any one of the director of the company of the Company in respect of the said loan / facility etc.

RESOLVED FURTHER THAT THE Board of Directors or any one of the director acting individually on behalf of the company of the Company be and is hereby authorised to finalise with the Bank or any other lender the documents for creating aforesaid mortgage and/ or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution.

13. Appointment of Employee etc.

To consider and if thought fit, to pass with or without modification following Pesolution as a Special Resolution:

RESOLVED THAT the consent of the Company be and is hereby accorded to the any one of the director of the company acting individually on behalf of the company under rule 8 (3) and (4) of the companies (Meetings of board and its powers) rules, 2014 and any other provisions related thereto to appoint, remove or alter the terms of appointment of internal auditor, secretarial auditor, cost auditor or any other personnel, just one level below the key management personnel at such terms and condition as may be deemed fit.

14. *Issue of Bonus Shares:*

To Consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to provisions of section 63 and other applicable provisions of the Companies Act, 2013 and Articles of the Articles of Association of the company and other approvals, permissions and sanctions as may be necessary and subject further to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals which the Board of Directors of the Company be and is hereby authorized to accept, if think fit, the Company be and is hereby authorized to capitalized out of 'Securities Premium Account' Rs. 23938920/- and transfer to share capital account towards issue and allotment of equity shares not exceeding 23,83,892 equity shares of Rs. 10/- each, as Bonus Shares credited as fully paid-up, to members of company holding equity shares of Rs. 10/- each whose names stand in the register of members of the company on 29th September, 2014 in the **proportion of 1 (ONE) new fully paid-up Equity Share** of Rs. 10/- each **for every 5 (FIVE) Equity Shares** of Rs. 10/- each , held on that dated and that the **Bonus Shares** so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income and that the said Equity Shares be issued and allotted, inter-alia, on the following terms and conditions:

(a) The New Equity Shares of Rs. 10/- each to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, including entitlement to payment of dividend for the Financial year 2013-14, if declared, for the financial year in which the same are allotted.

(b) No letters of Allotment shall be issued for the Bonus Shares and the Share Certificates in respect thereof shall be delivered within 3 months from the date of their allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto.

15. **Related Party Transaction:**

To consider and if thought fit, to pass with or without modification following Resolution as a Special Resolution:

RESOLVED THAT the consent of the Company be and is hereby accorded to the transactions to be entered or already entered into by the company with the related parties under section 188 of the companies act, 2013, rule 15 of The Companies (Meetings of board and its Powers) rules 2014 and any other applicable provision.

FURTHER RESOLVED THAT the above approval is given notwithstanding that the total amount of transaction(s) to be entered either individually or cumulatively may increase the net worth or paid up share capital and reserves of the company or turnover of the company.

Further Resolved that the permission to enter into related party transaction is given notwithstanding the fact that the transaction may or may not be done at Arm's Length price.

16. Any other Business with the permission of chair.

PLACE: Surat
DATE: 30/08/2014

For Board of Directors of
Zota Health Care Limited

Managing Director
DIN: 00822594

Zota Health Care Limited
Regd. Off: Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat - 395002
CIN:U24231GJ2000PLC038352
Email: zotahealth@yahoo.com ph: 0261-2331601 web:www.zotahealthcare.com

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote only on poll instead of himself and proxy need not be a member of the Company.
2. Proxy to be effective must be deposited at Registered Office of the Company at least 48 hours before the time of meeting.
3. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 23rd September, 2014 to Saturday, the 29th September, 2014 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
4. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
6. Dividend on Equity Shares, if declared at the meeting, shall be paid to the shareholders whose names appear on the Register of Members of the Company on Monday, the 29th September, 2014.
7. Members are requested to inform their email address to the company, so that annual report may be send by email to save environment and costs.
8. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier.

Explanatory Statement pursuant to Provision of section 102 of The Companies Act, 2013; in respect of special business of the accompanying notice of Annual General Meeting to be held on 30th September, 2014.

Item No 4, 5, 6 and 7:

Shri Kamlesh Rajnikant Zota, Shri Himanshu Muktilal Zota, Shri Ketan Kumar Chandulal Zota and Shri Manukant Chandulal Zota, Whole Time Director/ Managing Director was appointed as a Whole Time Director/ Managing Director w.e.f 1st April, 2010.

Pursuant to section 196, 197 read with Schedule V and Rule 3 of the Companies (Appointment and Remuneration and Managerial Personnel) Rules 2014 and any other applicable provisions of the Companies Act, 2013, the above Directors being eligible offers themselves for re-appointment for a further period of five years from 01/04/2015 to 31/03/2020 at a remuneration of Rs. 75000/- per month and a commission at 0.1% p.a on gross turnover of the Company.

All the Directors (Whole Time Director/ Managing Director) have confirmed that they are not disqualified in terms of Section 164 of the Act and each such director has given his consent to act as Directors of the Company. In the Opinion of the Board they fulfill the conditions specified in the act for appointment as an Whole Time Director/ Managing Director.

Brief profile of all the above Directors is enclosed and detailed profile is available on www.zotahealthcare.com

Item No. 8, 9 and 10:

Shri Gaurang Rashmikant Mehta (DIN: 03245865), Shri ShaileshKumar Sevantilal Shah (DIN: 03245881) and Shri Mahesh Mavjibhai Prajapati (DIN: 03245989) were appointed as a Directors on 14/08/2010 on the Board of the Company. Pursuant ot section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, the aforesaid Directors hold office upto the date of this Fourteenth Annual General Meeting.

In terms of section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any of the companies act, 2013 and rules made thereunder, It is proposed that the above Directors be appointed as Independent Director of the Company to hold office for a period of Five consecutive years from the conclusion of this annual General Meeting till the conclusion of Sixth Annual General Meeting.

In accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Director's shall not be liable to retire by rotation.

The Company has received notices under Section 160 of the Companies Act, 2013 from members proposing, appointment of all the above referred directors alongwith the prescribed deposit of Rs. 1,00,000/- for each director.

All the Independent Directors have confirmed that they are not disqualified in terms of Section 164 of the Act and each such director has given his consent to act as Directors of the Company. In the Opinion of the Board they fulfill the conditions specified in the act for appointment as an independent director.

Copies of draft letters for appointment of the Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Brief profile of all the above Directors is enclosed and detailed profile is available on www.zotahealthcare.com

Item No. 11:

The members must be aware that after the passing of the Companies Act, 2013 and rules made thereunder, the law governing companies has faced sea changes. To realign the existing articles of association with the new companies act and rules made there under, the board recommends the adoption of the new Articles of association of the company.

A copy of the new set of articles of association is kept for inspection of members at the registered office of the company for inspection.

None of the Directors, Key Managerial person or their relatives are interest in the resolution except as members of the company. The Board therefore, commends the resolutions for the approval of members as special resolution.

Item No. 12:

The Company has to take various type of financial assistance in the form of loan in connection with the business of the company. The financial assistance from Bank(s) has to be secured by a mortgage/ charge of movable & immovable properties of the Company, present and future, for the financial assistance from Bank(s).

Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors of a company shall exercise powers of sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings only with the consent of the company by a special resolution. Also Section 180 (1)(c) of The Companies Act, 2013 requires the approval of Shareholders by way of special resolution for borrowing monies more than the aggregate of its paid up capital and free reserves excluding temporary Loans.

The company has taken or may take various credit / loan/ non fund based facilities from Bank(s), individuals, companies, financial and non-financial institutions etc. including Bank.

The above borrowings will or may require mortgaging or Hypothecating by the Company of its Movable / Immovable properties in favour of Bank(s) or other lender(s). The same may be regarded as disposal of the Company's properties/ undertakings, so it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said mortgage/ charges.

The Directors of the Company may be deemed interested to the extent of their shareholdings or loans granted by them.

Item No. 13:

The Company has to appoint various personnel in the company including secretarial auditor, cost auditor, internal auditor etc. Doing such activities many a times need urgent and quick decisions. So, your board proposes to pass this resolution.

The Directors of the Company may be deemed interested to the extent of their shareholdings or any relatives or their associates appointed by them..

None of the Directors is in any way concerned or interested in the proposed Resolution, except to the extent of there shareholding.

The Directors recommend this resolution for approval of the share-holders.

Item No. 14:

With a view to bring the Share Capital to a level commensurate with the total capital employed in the Company, your Directors have proposed that sums not exceeding Rs. 23938920/- out of 'Securities Premium Account' of the Company and capitalized and transferred to Share Capital Account towards issue and allotment of Equity Shares not exceeding 2393892 Equity Shares of Rs. 10/- each as Bonus Shares, credited as fully paid-up, to the members holding Equity Shares as on 29th September, 2014. The Bonus Shares will be issues in the proportion of 1 (One) new Equity Shares for every 5 (Five) Equity Shares held on that date. The said Bonus Shares shall rank pari - passu with the then existing Equity Shares.

None of the Directors is in any way concerned or interested in the proposed Resolution, except to the extent of there shareholding.

The Directors recommend this resolution for approval of the share-holders.

Item No. 15:

The Company many a time have to enter into transaction with related party (ies) during the course of business. Your Board of director always concludes such transactions at arm length's price. So, that the company do not suffer any loss on account of the transactions entered with related parties. But then also as a measure of good corporate governance, your board proposes to take permission from shareholders for entering into all the related party transaction. Although the company will be giving blanket approval by passing this resolution, the board provides the following details in relation to the transactions that have been entered into or may be entered into future under the authority of this resolution:

NAME	RELATION	AMOUNT	PAN NUMBER	NATURE OF TRANSACTION
Anila K. Zota	Director Relatives	53,700	AAAPZ3223C	Interest
Ashokkumar C. Zota	Director Relatives	5,668	AAAPZ7966L	Interest
Ashokkumar C. Zota [HUF]	Director Relatives	135,047	AAAHZ0307B	Interest
Chandulal N. Zota [HUF]	Director Relatives	106,983	AABHC0937M	Interest
Divyesh A. Zota	Director Relatives	37,465	AAEPZ7562J	Interest
Dixit A. Zota	Director Relatives	45,601	AAEPZ7563K	Interest
Himanshu M. Zota	Director	276,015	AABPZ1961G	Interest
Himanshu M. Zota [HUF]	Director Relatives	23,148	AAAHZ0515P	Interest
Induben M. Zota	Director Relatives	81,936	AABPZ9239K	Interest
Kamlesh R. Zota	Director	185,723	AABPZ9457F	Interest
Kamlesh R. Zota [HUF]	Director Relatives	89,133	AAAHZ0480M	Interest
Ketan C. Zota	Director	159,234	AABPZ9238J	Interest
Ketan C. Zota [HUF]	Director Relatives	178,607	AAAHZ0308Q	Interest
Madhuben A. Zota	Director Relatives	157,856	AAAPZ7964J	Interest
Manisha K. Zota	Director Relatives	283,231	AACPZ9800F	Interest
Manukant C. Zota	Director	177,438	AAAPZ7965K	Interest
Manukant C. Zota [HUF]	Director Relatives	116,294	AAAHZ0297G	Interest
Moxesh Ketan Zota	Director Relatives	178,895	AANPZ1370P	Interest
Muktilal C. Zota [HUF]	Director Relatives	129,108	AAAHZ0296H	Interest
Nimisha N. Zota	Director Relatives	38,979	AACPZ8254H	Interest
Niral M. Zota [HUF]	Director Relatives	66,503	AADHN1137Q	Interest
Rajnikant C. Zota [HUF]	Director Relatives	131,284	AAAHZ0309R	Interest
Varsha H. Zota	Director Relatives	162,967	AABPZ1959N	Interest
Raxaben Jatin Zota	Director Relatives	83,283	AAJPZ5420G	Interest
Jatin A. Zota	Director Relatives	480,000	AACPZ8768Q	Salary
Ashokkumar C. Zota	Director Relatives	480,000	AAAPZ7966L	Salary

Niral M.Zota	Director Relatives	420,000	AABPZ1960H	Salary
Viren M. Zota	Director Relatives	480,000	AAEPZ7934J	Salary
Himanshu M. Zota	Director	450,000	AABPZ1961G	Commission
Kamlesh R. Zota	Director	450,000	AABPZ9457F	Commission
Ketan C. Zota	Director	450,000	AABPZ9238J	Commission
Manukant C. Zota	Director	450,000	AAAPZ7965K	Commission
Jatin A. Zota	Director Relatives	450,000	AACPZ8768Q	Commission
Niral M.Zota	Director Relatives	450,000	AABPZ1960H	Commission
Viren M. Zota	Director Relatives	450,000	AAEPZ7934J	Commission
Vinodchandra C. Siriya	Share Holder	12,000	AINPS3767M	Interest
Himanshu M. Zota	Director	900,000	AABPZ1961G	Remuneration
Kamlesh R. Zota	Director	900,000	AABPZ9457F	Remuneration
Ketan C. Zota	Director	900,000	AABPZ9238J	Remuneration
Manukant C. Zota	Director	900,000	AAAPZ7965K	Remuneration

PLACE: Surat
DATE: 30/08/2014

For Board of Directors of
Zota Health Care Limited

Managing Director

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting.

Name of the Director	Shri Kamlesh R Zota	Shri Himanshu M Zota	Shri Ketan K Zota	Shri Manukant C Zota
Date of Birth	17-01-1973	30-05-1974	07-10-1966	17-04-1951
Original date of Appointment	29-06-2000	29-06-2000	29-06-2000	29-06-2000
Qualifications	Bachelor of Pharmacy	Diploma in Pharmacy, Diploma in Computer Application	Diploma In Pharmacy	Msc
Experience and Expertise in Specific Functional Area	21year experience in manufacturing of pharma formulation	22 years Experience. Expertise in Information Technology, Accounts & finnance	24 Years Experience. Expertise in Purchase & Overall Management	19 Years Experience.
Share holding in Zota Health Care Limited	1149228	1876500	1763312	2412244
Directorship held in other public Limited companies in India	No	No	No	No
Membership/chairmanship of committees in public limited companies in India	No	No	No	no

Name of the Director	Shri Gaurang R Mehta	Shri ShaileshKumar Shah	Shri Mahesh Prajapati
Date of Birth	18-10-1964	20-05-1957	15-08-1986
Original date of Appointment	14-08-2010	14-08-2010	14-08-2010
Qualifications	BAMS	M.S. (Gen. Surgeon)	S.S.C.
Experience and Expertise in Specific Functional Area	Practicing as doctor since last 15 years. Expert in Ayurvedic	Practicing as Doctor(Gen. Sergeon) since last 28 years.	Vast Expirience In Retail Medical Shop.
Share holding in Zota Health Care Limited	2340	2340	Nil
Directorship held in other public Limited companies in India	No	No	No
Membership/chairmanship of committees in public limited companies in India	No	No	No

BOARD OF DIRECTORS REPORT

Dear Members,

Your Directors have the pleasure in presenting the **14th ANNUAL REPORT** together with the Audited Accounts of the company for the year ended on **31st March, 2014.**

1 FINANCIAL RESULTS :

Particulars	For the year ended 31-03-2014	For the year ended 31-03-2013
Revenue from Operations	501,115,824.51	439,080,801.39
Other Income	1,022,916.71	345,491.55
Profit before Tax and Exceptional Items	46,353,655.96	37,675,709.13
Exceptional Items	-	-
Profit before Taxation	46,353,655.96	37,675,709.13
Income Tax	15,375,410.00	12,302,486.00
Deferred Tax	(142,211.00)	(27,777.00)
Profit after Taxation	31,120,456.96	25,401,000.13
Less: Proposed Dividend	11,969,460.00	11,969,460.00
Less: Tax on Dividend	1,941,446.00	1,941,746.00
	17,209,550.96	11,489,794.13

2 EMPLOYEES :

There was no employee drawing salary of Rs. 60,00,000/- or more per year or Rs. 5,00,000/- or more per month for the part of the year, hence particulars under sub section (2A) of section 217 of the companies Act 1956 read with the Companies (Particulars of employees) Rules, 2011 are not given.

3 AUDITORS :

The Auditors **M/s. PRADEEP K. SINGHI & ASSOCIATES,** Chartered Accountants, who retire at the conclusion of this Annual General Meeting. **M/s. PRADEEP K. SINGHI & ASSOCIATES** (Chartered Accountants) has expressed their willingnes for appointment as auditors of the company. Your directors are requested to reappoint the Auditors and fix their remuneration.

4 FIXED DEPOSITS :

The Company has not accepted deposits which falling within the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposit Rules) 1975.

5 DIVIDEND :

During the year the company has earned a net profit after tax of Rs.31120457/-and your directors have decided to recommend a dividend of 10% i.e. Rs.1.00 per Equity Share.

6 DIRECTORS:

Mr. Kamlesh Rajnikant Zota and Mr. Himanshu Muktilal Zota retire by rotation and being eligible offer themselves for reappointment at the forthcoming Annual General Meeting.

7 INSURANCE :

All the properties and insurable interests of the company, including building, assets and stocks, wherever necessary and to the extent required have been adequately insured.

8 **EMPLOYEE RELATIONS :**

Relation between the employees and management remain cordial during the year under review. The director wish to place on records their sincere appreciation of the contribution made by the employees specially at all levels to the continued growth of the company.

9 **MATERIALS CHANGES SUBSEQUENT TO THE CLOSE OF THE YEAR :**

No material changes have been occurred between Balance Sheet date and the date on which the financial statement are approved by the Board of Directors.

10 **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGOINGS :**

The information required to be given under Section 217(1) (e) of the companies Act,1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules,1988 is applicable to the company and is attached herewith in Form A

Technology absorption: The Company has no specific R & D Dept. & no significant expenditure either capital or on recurring A/c has been incurred during the year under review.

Foreign Exchange Earning: **US$ 112095.42** & **Outgo US$ 51360.00**

The Notes to the Accounts: Notes referred to in the Auditors' Report are self-explanatory and therefore do not call for any further explanation.

11 **DIRECTORS RESPONSIBILITY STATEMENT :**

As required under section 217(2AA) of the Companies Act, 1956 the Directors hereby confirm that :

- That in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanations relating to material departure;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts for the financial year ended 31st March, 2014 on a "going concern basis".

12 **Vigil Mechanism Policy :**

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company has a formal Whistle Blower Policy/ Vigil Mechanism Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

13 **ACKNOWLEDGEMENT :**

Your Directors express their gratitude to the Government of India, State Government, Local Authorities, Bankers, Vendors, Customers & People associated with the Company for their continued and valuable Co-operation, support, assistance & guidance to the company.

For and on behalf of the Board

Date : 30/08/2014

Place : Surat

Himanshu M. Zota **Ketankumar C. Zota**

(Din : 01097722) **(Din : 00822594)**

Pradeep K. Singhi & Associates
Chartered Accountants

A/501, President Plaza,
Near R.T.O., Ring Road,
Nanpura, SURAT.
Phone: 2474714, 2474954

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

Report on the Financial Statements:

We have audited the accompanying financial statements of **ZOTA HEALTH CARE LTD**, which comprise the Balance Sheet as at **31st March, 2014**, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements,.whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Auditor's Opinion:

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet, of the state of affairs of the Company as at **31st March, 2014**;

(ii) in the case of the Profit and Loss Account, of the profit/~~loss~~ for the year ended on that date; and

(iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

(a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

(c) the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

(e) According to the information and explanations given to us and on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm Reg. No. 126027W

Date : 30/08/2014
Place : Surat

Pradeep K. Singhi & Associates
Chartered Accountants

A/501, President Plaza,
Near R.T.O., Ring Road,
Nanpura, Surat.
Phone: 2474714, 2474954

ZOTA HEALTH CARE LIMITED

As required by the Companies (Auditor's Report) Order, 2004 and according to the information and explanations given to us during the course of audit and on the basis of such checks as were considered appropriate, we report that :

ANNEXURE "A" TO THE AUDITORS REPORT

1.Fixed Assets :

a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets ;

b) In our opinion, the fixed assets have been physically verified by management at reasonable intervals, having regard to the size of the company and nature of the assets.

c) No material discrepancies between the book records and the physical verification were noticed.

2.Inventory :

a) As informed to us, the stock of finished goods, Work in Progress, stores, spare parts and raw materials have been physically verified by the management during the year at reasonable intervals except material lying with third parties where confirmation are obtained;

b) In our opinion the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and nature of its business

c) The company has maintained proper records of inventories. The discrepancies noticed on the verification of stocks as compare to book records were not material and these have been properly dealt with in the books of accounts.

3.Loans & Advances :

a) The company has not granted secured or unsecured loans to companies, Firms or other parties mentioned under the register maintained u/s. 301 of the companies Act, 1956.

b) This Clause is Not Applicable to the Company.

c) This Clause is Not Applicable to the Company.

d) This Clause is Not Applicable to the Company.

e) The company has taken unsecured loans from companies, firms or other parties mentioned under the register maintained u/s. 301 of the companies Act, 1956. There are Thirteen such parties covered u/s 301 of Companies Act., 1956. The total amount of loan taken during the year under consideration from nine parties covered u/s. 301 of the Companies Act is Rs. 1.10 Crore and the repayment made during the year to ten such parties is Rs. 0.62 Crore.

f) The Payment of Principal amount and interest are also regular as per mutual understanding with parties.

g) The party from whom a receipt in the nature of loans has been taken are being repaid with principal amount in stipulated time, where ever applicable.

4.Internal control procedure :

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.

5.Transaction with Parties u/s. 301 :

a) The transaction made in pursuance of contracts or arrangement that need to be entered into the register maintained u/s. 301 of the companies Act, 1956 have been recorded in register.

b) Transactions made in pursuance of such contracts or arrangements aggregating during the year to Rs.5,00,000/- or more in respect of each party have been made at reasonable prices having regard to the prevailing market price at relevant time.

6.Public Deposits :

The company has not accepted deposits from public, hence the clause is not applicable.

7.Internal Audit System :

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures for the purchase of goods and assets and for the sale of goods and services commensurate with the size of the company and nature of its business. During the course of our audit no major weakness has been noticed in the internal control system.

8.Cost Records :

As informed to us, the maintenance of cost records of the company has been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956,in respect of the activities carried on by the company.

9.Statutory Dues :

a) According to the information and explanation given to us and the records examined by us, the company is Generally regular in depositing undisputed statutory dues with appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Statutory dues which has remained outstanding as at **31st March, 2014** for a period more than six months from the date they became payable.

b) According to the information and explanation given to us there is no dispute related to the dues of Income Tax/Sales Tax/Wealth Tax/Service Tax/Custom Duty/Excise Duty etc.

10.Accumulated/Cash Losses :

The company has no accumulated losses, and has not incurred cash losses in the current financial year and in the immediately preceding financial year.

11.Default in Repayment of Dues to Banks/Financial Institution etc :

The company has not defaulted in repayment of dues to the financial institution or Bank or Debenture holders.

12.Granting of Loan & Advances :-

The Company has not granted any Loan & Advances on the basis of securities by way of pledge of shares, debentures and other securities.

13.Chit Fund/Nidhi/Mutual Fund :

The provisions of any Special Statute applicable to Chit Fund, Nidhi, Mutual Benefit Fund/ Societies are not applicable to the company.

14.Dealing or Trading in Shares etc :

As explained to us by the management, the company has not purchased securities/ shares of the Govt. and other companies for investment purpose.

As explained to us by the management, the company has not given guarantee for loans taken by other concern banks or financial institution.

16.Utilization of Term Loans :

The Term Loans taken by the company were applied for the purpose for which it had been obtained.

17.Application of Short Term Fund for Long Term Investment and vice versa :

On the basis of our examination of the cash flow statement, the funds raised on short term basis have not been used for long term investment, and vice versa.

18.Preferential Allotment of Shares :

During the year Company has not issued any shares on preferential basis.

19.Creation of Securities for Debenture Issued :

The company has not issued any Debenture during the year.

20.End Use of Money :

The Company has not raised any money by way of public issues during the year.

21.Fraud noticed or Reported :

As per information & explanation given to us, no fraud on or by the company has been noticed or reported during the year.

PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm Reg. No. 126027W

Date : 30/08/2014
Place : Surat

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Balance Sheet as at 31st March, 2014

(All Amounts in ₹.)

	Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
I.	**EQUITY AND LIABILITIES**			
(1)	**Shareholder's Funds**			
	(a) Share Capital	C-3	11,96,94,600.00	11,96,94,600.00
	(b) Reserves and Surplus	C-4	3,84,17,536.71	2,12,02,206.75
	(c) Money received against Share Warrants		-	-
(2)	**Share Application Money pending allotment**		-	-
(3)	**Non-Current Liabilities**			
	(a) Long-Term Borrowings	C-5	3,79,80,485.00	4,11,98,676.00
	(b) Deferred Tax Liabilities (Net)		38,94,662.00	40,36,873.00
	(c) Other Long Term Liabilities		-	-
	(d) Long-Term Provisions		-	-
(4)	**Current Liabilities**			
	(a) Short-Term Borrowings	C-6	1,02,53,146.65	1,28,97,364.66
	(b) Trade Payables		9,78,85,278.64	7,16,44,787.64
	(c) Other Current Liabilities	C-7	78,33,892.00	70,98,154.00
	(d) Short-Term Provisions	C-8	3,24,54,158.71	2,91,29,303.02
	TOTAL		34,84,13,759.71	30,69,01,965.07
II.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Fixed Assets			
	(i) Tangible Assets	M-9 & S-7	7,54,16,877.80	7,26,33,981.80
	(ii) Intangible Assets	M-10	1,53,26,354.55	1,87,10,469.55
	(iii) Capital work-in-progress		-	4,90,077.00
	(iv) Intangible assets under development		-	-
	(b) Non-Current Investments	C-9	7,60,310.00	7,00,122.00
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long-Term Loans and Advances	C-10	11,30,844.73	10,85,037.73
	(e) Other Non-Current Assets		-	-
(2)	**Current Assets**			
	(a) Current Investments		-	-
	(b) Inventories	C-11	12,52,78,023.76	10,97,61,977.50
	(c) Trade Receivables	C-12	10,67,90,227.65	8,40,35,023.02
	(d) Cash and Cash Equivalents	C-13	14,29,416.00	12,68,429.21
	(e) Short-Term Loans and Advances	C-14	1,62,58,288.00	1,11,80,475.00
	(f) Other Current Assets	C-15	60,23,417.22	70,36,372.26
	TOTAL		34,84,13,759.71	30,69,01,965.07

See accompanying notes to the financial statements

For and on behalf of the Board

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

(Director)
Himanshu M. Zota
(Din : 01097722)

(Director)
Ketankumar C. Zota
(Din : 00822594)

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

Date : 30/08/2014
Place : Surat

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Profit & Loss Statement for the year ended 31st March, 2014

(All Amounts in ₹.)

	Particulars	Note No.	Year Ended 31st March, 2014	Year Ended 31st March, 2013
I.	Revenue from Operations	C-16	50,11,16,160.99	43,90,80,801.39
II.	Other Incomes	C-17	10,22,916.71	3,45,491.55
V.	Total Revenue		50,21,39,077.70	43,94,26,292.94
VI.	Expenses:			
	Cost of Materials Consumed:	C-18	3,57,95,289.56	4,18,40,207.74
	Purchases of Stock-in-Trade		31,73,22,697.05	27,58,53,138.10
	Changes in Inventories of Stock-in-Trade Work-in-Progress and Stock-in-Trade	C-19	(1,10,98,079.26)	(1,42,47,478.13)
	Employee Benefit Expenses	C-20	3,51,10,653.00	3,10,40,999.00
	Finance Costs	C-21	71,36,715.94	79,35,680.54
	Depreciation and Amortization Expense	M-9 & M-10 & S-7	1,20,69,449.00	1,35,14,128.00
	Other Expenses	C-22	5,90,71,467.45	4,58,03,908.56
VII.	Total Expenses		45,54,08,192.74	40,17,40,583.81
VIII.	Profit before Exceptional and Extraordinary Items and Tax (V - VII)		4,67,30,884.96	3,76,85,709.13
IX.	Exceptional Items		-	-
X.	Profit before Extraordinary Items and Tax (VIII - IX)		4,67,30,884.96	3,76,85,709.13
XI.	Extra Ordinary Items		-	-
XII.	Profit before Tax (X - XI)		4,67,30,884.96	3,76,85,709.13
XIII.	Tax Expense:			
	(1) Current tax		1,53,69,631.00	1,23,02,486.00
	(1.1) IT Depreciation created short		3,77,229.00	10,000.00
	(2) Provision for Deferred Tax		(1,42,211.00)	(27,777.00)
XIV.	Profit/ (Loss) for the period from Continuing Operations (XII - XIII)		3,11,26,235.96	2,54,01,000.13
XV.	Profit/Loss from Discontinuing Operations		-	-
XVI.	Tax Expense of Discontinuing Operations		-	-
XVII	Profit/ (Loss) from Discontinuing Operations (after Tax) (XV - XVI)		-	-
	Profit/ (Loss) for the Period (XIV + XVII)		3,11,26,235.96	2,54,01,000.13
	Earnings Per Equity Share (1) Basic (2) Diluted		2.60	2.12

See accompanying notes to the financial statements

For and on behalf of the Board

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

(Director)
Himanshu M. Zota
(Din : 01097722)

(Director)
Ketankumar C. Zota
(Din : 00822594)

Date : 30/08/2014
Place : Surat

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

ASST.YEAR 2014-2015

ZOTA HEALTH CARE LIMITED

ACCTT.YEAR 2013-2014

NOTE # C-1

Corporate Information

Zota Health Care Ltd. is a company domiciled in India and Incorporated under the provisions of the Companies Act, 1956. The company is engaged in the Manufacturing & Trading in Pharmaceutical Products. The company caters to both domestic and international markets.

NOTE # C-2

Significant Accounting Policies

1 **Basis of Preparation of Financial Statements:**

- The financial statements are prepared under historical cost convention on an accrual basis. The company follows mercantile system of Accounting and recognizes income & expenditure on accrual basis.
- Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.
- The financial statements have been prepared to comply in all material respects with the Notified Accounting Standard by companies (Accounting Standard) Rules, 2009 (as amended) and the relevant provisions of the Companies Act, 1956.

2 **Revenue Recognition:**

The company recognizes sales on the basis of actual delivery of goods. Sales are recorded at invoice values net of excise duties, sales tax and trade discounts. The purchases recorded at the invoice value. The all expenses and income to the extent considered payable and receivable respectively are accounted for on mercantile basis except encashment of leave salary and interest on income tax refunds, which are treated on cash basis.

3 **Fixed Assets and Depreciation:**

- Fixed Assets are stated at the cost of acquisition or construction less depreciation thereon. All costs relating to the acquisition and installation of fixed assets are capitalized and include borrowing costs directly attributable to acquisition or construction of fixed assets, up to the date the assets are put to use.
- Depreciation on fixed assets is provided on written down value method at the rates prescribed in schedule XIV to the Companies Act, 1956. Depreciation on addition to fixed assets and assets disposed off / discarded is charged on pro rata basis. Depreciation on commissioning of plant and other assets of new projects is charged for the days they are actually put to use.

4 **Borrowing Costs:**

Borrowing costs that are directly attributable to the acquisition, construction or production of fixed assets are capitalized as a part of the cost of asset. Other borrowing costs are recognized as an expense in the period in which they are accrued / incurred.

5 **Investments:**

Investments are stated at cost. Investment in shares and securities are considered as long term and valued at cost. No provision is made in respect of diminution in the value of investment, which is temporary in nature

6 **Inventories:**

- Raw Materials & Stores & Spares : Valued at Cost.
- Finished Goods & WIP : valued at Cost or Net Realisable value whichever is less as per AS 2 issued by Institute of Chartered Accountants of India.
- Stock in Trade (in respect of goods acquired for trading): Valued at Cost .
- Other Inventories: Valued at Cost .

7 **Foreign Currency Translations:**

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transaction. Gains and losses resulting from the settlement of such transactions are recognised in the profit and loss account.

8 **Retirement Benefits:**

- **Defined contribution Plan**

Provident fund and pension scheme are Defined Contribution Plans in the Company. The Company is a member of recognized Provident Fund scheme established under The Provident Fund & Miscellaneous Act, 1952 by the Government of India. The amount of contribution is being deposited each and every month well within the time under the rules of EPF Scheme. The contribution paid or payable under the scheme is recognized during the period under which the employee renders the related services

- **Defined Benefit Plan**

Employee Gratuity Fund Scheme is the Defined Benefit Plan. No provision for gratuity payable to employees is made, since the gratuity expenses are account for on payment basis in the year of payment only.

9 **Provisions:**

A provision is recognised when there is a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the year end date. These are reviewed at each year end date and adjusted to reflect the best current estimate.

10 **Taxes on Income:**

- Tax expenses for the year, comprising current tax and deferred tax is included in determining the net profit for the year
- In accordance with the Accounting Standard 22, Accounting for taxes on Income, issued by the Institute of Chartered Accountants of India (ICAI), the Company has provided for deferred tax at 31st March, 2014. Deferred tax resulting from timing differences between book and tax profits is accounted for, at the current rate of tax, to the extent that the timing differences are expected to crystallize.

Signatures to Notes 1 to 23

For and on behalf of the Board

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

(Director)	**(Director)**
Himanshu M. Zota	**Ketankumar C. Zota**
(Din : 01097722)	**(Din : 00822594)**

Date : 30/08/2014
Place : Surat

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
NOTE # C-3		
Share Capital :		
Authorised Share Capital		
15000000 Equity Shares of Rs. 10/- each		
(Pre. Yr. 15000000 Equity Shares of Rs. 10/- each)	15,00,00,000.00	15,00,00,000.00
Issued, Subscribed and Paid up		
11969460 Equity Shares of Rs. 10/- each		
(Pre. Yr. 11969460 Equity Shares of Rs. 10/- each)	11,96,94,600.00	11,96,94,600.00
	11,96,94,600.00	11,96,94,600.00

A. Reconciliation of the number of shares at the beginning & end of the Reporting Period :

Authorised Shares	No. of Shares	
	31st March, 2014	31st March, 2013
Previous Year	1,50,00,000.00	1,50,00,000.00
Incresed by		-
Current Year	1,50,00,000.00	1,50,00,000.00

Issued, Subscribed and fully paid	No. of Shares	
	31st March, 2014	31st March, 2013
Number of shares at the beginning	1,19,69,460.00	99,74,550.00
Add : Addition during the year	-	19,94,910.00
Number of shares at the end	1,19,69,460.00	1,19,69,460.00

B. Shares held by each shareholder holding more than 5% shares, specifying the number of shares held :

Name	No. of Shares with Sharing Ratio			
	31st March, 2014		31st March, 2013	
	No. of Share	%	No. of Share	%
Anila K.Zota	848750	7.09	848750	7.09
Himanshu M. Zota	1876500	15.68	1876500	15.68
Kamlesh R.Zota	1149228	9.6	1149228	9.6
Ketan C.Zota	1764612	14.74	1764612	14.74
Ketan C.Zota(Huf)	799200	6.68	799200	6.68
Manisha K.Zota	983016	8.21	983016	8.21
Manukant C. Zota	2412244	20.15	2412244	20.15
Varsha H.Zota	682519	5.7	682519	5.7

C. Aggregate number and class of shares alloted as fully paid up by way of bonus shares :

Year	Bonus Equity Shares (No.)
F.Y. 2007-2008	Nil
F.Y. 2008-2009	1842300
F.Y. 2009-2010	2080200
F.Y. 2010-2011	2092700
F.Y. 2011-2012	3324850
F.Y. 2012-2013	1994910
F.Y. 2013-2014	Nil

	₹	₹
NOTE # C-4		
Reserves and Surplus :		
(a) Securities Premium Reserve		
As per last Balance Sheet	12,46,400.00	2,11,95,500.00
Less : Bonus Share Issued	-	1,99,49,100.00
	12,46,400.00	12,46,400.00
NOTE # C-4		
Reserves and Surplus :		
(b) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	1,99,55,806.75	84,66,012.62
Net Profit Addition during the year	3,11,26,235.96	2,54,01,000.13
Less : Bonus Share Issued	-	-
Less: Proposed Dividend	1,19,69,460.00	1,19,69,460.00
Less: Tax on Dividend	19,41,446.00	19,41,746.00
	3,71,71,136.71	1,99,55,806.75
	3,84,17,536.71	2,12,02,206.75

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
NOTE # C-5		
Long-Term Borrowings		
Term Loans		
- From Axis Bank Term Loan (H.O)	66,63,227.00	1,08,44,569.00
(Term Loan is secured by hypothecation on charge on entire fixed assets of the company. including Plant and Machinery (Present & Future))		
Less:- Interest Accrued and Due on Borrowings	75,227.00	1,28,569.00
	65,88,000.00	1,07,16,000.00
- From Axis Bank Term Loan (SEZ)	15,96,683.00	83,36,929.00
(Term Loan is secured by First Charge on the entrie Current Assets (Present & Future) of the Company and Personal Guarantee of all the Directors and Property owners)		
Less:- Interest Accrued and Due on Borrowings	17,769.00	98,008.00
	15,78,914.00	82,38,921.00
Loans and advances from Related Parties	2,98,13,571.00	2,22,43,755.00
	3,79,80,485.00	4,11,98,676.00
NOTE # C-6		
Short-Term Borrowings		
Other Loans and Advances		
- Cash Credit Facilities (Axis Bank)	1,02,53,146.65	1,28,97,364.66
(Cash Credit Facilities is hypothecated by First Charge on the entrie Current Assets (Present & Future) of the Company and Personal Guarantee of all the Directors and Property owners)		
	1,02,53,146.65	1,28,97,364.66
NOTE # C-7		
Other Current Liabilities		
Interest Accrued and Due on Borrowings	92,996.00	2,26,577.00
Provision for Central Sales Tax	7,42,002.00	6,17,950.00
Provision for TDS payable	7,39,984.00	4,74,575.00
Other Payables		
Security Deposit & Advance:	42,33,557.00	38,37,572.00
Advance from Customers	20,25,353.00	19,41,480.00
	78,33,892.00	70,98,154.00
NOTE # C-8		
Short-Term Provisions		
Provision for Employee Benefits		
Empoyees Professional Tax	37,160.00	14,440.00
ESI Payable	66,898.00	54,635.00
Provident Fund Payable	1,54,319.00	1,23,886.00
Remuneration Payable	2,78,200.00	2,99,200.00
Salary Expense Payable	24,38,248.00	22,66,470.00
Others		
Expenses payable	1,98,796.71	1,56,980.02
Provision for Income Tax	1,53,69,631.00	1,23,02,486.00
Provision for Proposed Dividend	1,19,69,460.00	1,19,69,460.00
Provision for Dividend Distribution Tax	19,41,446.00	19,41,746.00
	3,24,54,158.71	2,91,29,303.02
NOTE # C-9		
Non-Current Investments		
Investments in Equity Instruments		
Prime Co Op Bank (Non-Trade Investment)	100.00	100.00
Other Investment		
Axis Bank Fixed Deposit	7,60,210.00	7,00,022.00
	7,60,310.00	7,00,122.00
NOTE # C-10		
Long-Term Loans and Advances		
Security Deposits		
Dakshin Gujarat Vij Co Ltd	10,93,[illegible]06.73	10,47,499.73
Gas Indian Oil(Mitali Gas)	3,000.00	3,000.00
GEB Deposit	20,538.00	20,538.00
GS1 India	2,000.00	2,000.00
NSDL Database Management System	12,000.00	12,000.00
	11,30,844.73	10,85,037.73

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
NOTE # C-11		
Inventories		
Raw Materials	85,29,610.00	41,56,077.00
Work-in-Progress	10,43,275.00	9,98,841.00
Finished Goods	39,36,650.00	37,44,323.00
Stock-in-Trade (in respect of goods acquired for trading)	11,03,18,176.58	9,89,59,901.27
Others		
Promotional Expenses	11,91,539.28	15,44,652.16
Printing & Stationery Expenses	1,64,210.90	2,58,767.07
Packing Materials	94,562.00	99,416.00
	12,52,78,023.76	10,97,61,977.50
Mode of Valuation.		
Raw Materials : Valued at Cost.		
Inventories		
Mode of Valuation.		
Finished Goods & WIP : valued at Cost or Net Realisable value whichever is less as per AS 2 issued by Institute of Chartered Accountants of India.		
Stock in Trade (in respect of goods acquired for trading): Valued at Cost .		
Other Inventories: Valued at Cost .		
NOTE # C-12		
Trade Receivables		
Unsecured, Considered Good		
- Outstanding for a period exceeding six months	1,13,69,745.09	88,67,327.40
- Others	9,54,20,482.56	7,51,67,695.62
	10,67,90,227.65	8,40,35,023.02
NOTE # C-13		
Cash and Cash Equivalents		
Balance with Banks		
Axis Bank Ltd	10,33,764.00	9,55,923.00
State Bank Of India	2,95,938.59	1,41,134.00
Axis Bank Ltd-SEZ	29,317.41	54,848.21
Cash on Hand	51,290.00	63,742.00
Cash on Hand-SEZ	19,106.00	52,782.00
	14,29,416.00	12,68,429.21
NOTE # C-14		
Short-Term Loans and Advances		
Others		
Advance to Creditors/ Suppliers	78,449.00	23,064.00
Advance Income Tax	1,60,00,000.00	1,11,00,000.00
Advance to Employee	1,46,062.00	23,272.00
S.K. Enterprises	20,000.00	20,000.00
TDS Receiveable	13,777.00	14,139.00
	1,62,58,288.00	1,11,80,475.00
NOTE # C-15		
Other Current Assets		
Prepaid Insurance Premium	92,977.00	1,29,729.00
Income Tax Assessment (2008-2009)		6,00,000.00
Income Tax Refund (A.Y.-12-13)	32,98,875.19	32,98,875.19
Income Tax Refund (A.Y.-11-12)	2,36,395.00	5,15,910.00
Insurance Claim Receiveable	3,06,610.00	-
Interest Subsidy (District Industrial Centre)	7,34,834.00	4,85,666.00
Dakshin Gujarat Vij Co Ltd Interest Receivable	63,804.00	71,310.04
Miscellaneous Expenditure		
Opening Balance of Pre-Op.Expenses	19,34,882.03	25,79,842.03
Less : Written of 1/5 Transfer to Profit & Loss A/c	6,44,960.00	6,44,960.00
	12,89,922.03	19,34,882.03
	60,23,417.22	70,36,372.26

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Profit & Loss Statement

PARTICULARS	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
NOTE # C-16		
Revenue From Operations		
Sale of Products	50,03,61,793.98	43,89,80,539.49
Other Operating Revenues		
Vatav kasar	7,54,367.01	1,00,261.90
	50,11,16,160.99	43,90,80,801.39
NOTE # C-17		
Other Incomes		
Interest Income		
From customer	18,363.59	34,997.56
Income Tax Refund -Interest	5,800.00	-
Bank FD Interest	66,876.00	62,157.00
Interest Income For.GEB Deposite	70,893.00	79,233.04
Other Non-Operating Income		
Insurance Claim Income	-	1,51,495.00
Profit on Sale of Fixed Assets	11,447.00	-
Foreign Exchange Profit/Loss	3,29,137.12	17,608.95
Product Development Charges	5,20,400.00	
	10,22,916.71	3,45,491.55
NOTE # C-18		
Cost of Materials Consumed:		
Raw Materials		
Opening Stock	51,54,918.00	1,13,76,972.00
Add: Purchase Less Return	4,02,13,256.56	3,56,18,153.74
	4,53,68,174.56	4,69,95,125.74
Less: Closing Stock	95,72,885.00	51,54,918.00
	3,57,95,289.56	4,18,40,207.74
NOTE # C-19		
Changes in Inventories of Stock-in-Trade		
Opening Stock	10,46,07,059.50	9,03,59,581.37
Less: Closing Stock	11,57,05,138.76	10,46,07,059.50
	(1,10,98,079.26)	(1,42,47,478.13)
NOTE # C-20		
Employee Benefit Expenses		
Salaries and Wages and Bouns	1,51,80,950.00	1,36,52,638.00
Director's Remuneration	36,00,000.00	36,00,000.00
Contribution to PF and Other Funds		
EPF-Employer Contribution	8,83,985.00	6,69,783.00
ESI-Employer Contribution	5,67,716.00	4,65,866.00
Staff Welfare Expenses		
Travelling & Misce. Conveyance Expenses	54,85,245.00	47,60,154.00
Travelling & Vehical Conveyance Expenses	19,10,953.00	22,23,944.00
Education Allowance	6,03,060.00	3,35,569.00
HRA Allowance	51,89,211.00	36,39,321.00
Kit Allowance	4,38,998.00	3,66,041.00
Staff Welfare Expenses	24,644.00	31,743.00
Staff Welfare Expenses		
Special Allowance	-	6,06,992.00
Uniform Allowance	1,73,723.00	1,92,489.00
Washing Allowance	4,20,209.00	81,045.00
Production Incentive	2,71,336.00	1,16,119.00
Leave Encashment Allowance	3,60,623.00	2,99,295.00
	3,51,10,653.00	3,10,40,999.00
NOTE # C-21		
Finance Costs		
Bank Charges	4,60,087.94	2,99,662.54
Bank Interest	36,23,060.00	55,84,408.00
Interest On TDS	5,029.00	8,144.00
Interest On Unsecured Loans	30,42,081.00	20,43,236.00
Other Interest (CST Interest)	6,458.00	230.00
	71,36,715.94	79,35,680.54

ZOTA HEALTH CARE LIMITED

CONSOLIDATED

Annexures to the Profit & Loss Statement

PARTICULARS	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
NOTE # C-22		
Other Expenses		
Direct Expenses		
Freight On Purchases	2,63,380.59	5,49,557.51
Lab Testing Expenses	2,59,818.00	1,61,672.00
Packing Materials Expenses	17,49,837.00	15,98,197.00
Purchase Tax	37,23,506.38	22,84,188.39
Transporation Expense	93,09,993.00	65,86,382.00
Vat Expenses	11,50,684.00	12,20,164.00
Power and Fuel Expenses	17,65,682.04	16,06,138.00
Factory Maintenance Expenses	7,02,556.00	8,53,218.23
Water Charges	78,617.00	60,228.00
Diesel Expense for Boiler	4,66,423.00	3,02,940.00
	1,94,70,497.01	1,52,22,685.13
Administrartive and General Expenses		
Audit and Consultancy Fees	2,12,360.00	2,12,360.00
Clearing and Forwarding Charges	1,81,437.00	69,400.00
Commission Expense	42,500.00	40,775.00
Computer Repairs and Maintenance Expenses	2,59,086.00	2,20,629.00
Conference Expense	21,10,193.00	2,36,042.00
Consultancy Charges	20,03,630.00	20,66,126.00
Cylinder Charges	8,230.00	97,100.00
Diesel Expenses	1,66,310.00	1,71,100.00
Entry Tax	1,43,051.00	1,13,642.00
Electricity Light Bill Expenses	4,27,833.00	4,64,979.00
Foreign Exchange Loss	-	41.20
Insurance Premium	3,45,915.00	2,23,434.00
Legal Expense	1,28,294.00	1,94,255.00
Lodging and Boarding Expense	2,82,028.00	2,93,183.00
Damaged / Loss in Transit Goods	25,610.00	1,878.00
Export Promotion Council - Membership Fees	5,618.00	5,618.00
Administrartive and General Expenses		
Municipal Tax	5,31,304.75	2,35,326.00
Office Equipment Maintenance	86,335.00	78,772.00
Office Miscellaneous Expense	8,49,124.00	7,67,125.00
PF Fund Administration Charges	1,17,949.00	88,238.00
Post And Courier Charges	26,49,163.00	20,22,486.00
Prelimanary Expenses	6,44,960.00	6,44,960.00
Printing and Stationery Expense	14,47,338.00	10,51,056.00
Product Approval Charges	25,900.00	6,409.00
Professional Tax	2,830.00	2,580.00
Rounded off	-	1,597.22
Service Charges	4,06,406.00	72,282.14
Shop Maintenance Expense	55,800.00	74,400.00
Telephone and Mobile Bill Expense	3,19,681.07	2,77,131.79
Trademark Registartion Expense	66,869.00	25,500.00
Travelling Expense	9,86,952.86	4,48,951.20
Vehicle Maintenance Expense	31,606.00	30,325.00
Website Renewal Charges	24,727.70	20,899.00
	1,45,89,041.38	1,02,58,600.55
Selling and Distribution Expenses		
Advertisement Expense	32,49,219.00	27,67,694.00
Cash and Trade Discount	36,54,717.55	32,01,336.60
Commission on Sales	79,43,027.00	60,12,588.00
Freight on Sales	40,19,313.01	40,20,164.28
Promotional Expenses	35,52,121.50	23,56,654.00
Turnover Cash Discount	20,35,254.00	15,70,940.00
Sales Incentive	2,07,277.00	1,09,502.00
	2,46,60,929.06	2,00,38,878.88
Disallowable Expenses		
Charity and Donation Expense	3,51,000.00	2,72,000.00
Loss on Sale of Fixed Assets	-	11,744.00
	3,51,000.00	2,83,744.00
	5,90,71,467.45	4,58,03,908.56

ZOTA HEALTH CARE LIMITED

ASST.YEAR 2014-2015 **ACCTT.YEAR 2013-2014**

NOTE # C-23

Other Disclosures

1 **Dividend**

The Company has declared dividend at 10% i.e. Rs.1.00 per Equity Share amounting to Rs. 1,19,69,460 and tax on dividend being Rs. 19,41,746 for Financial year 2013-14. During the year under audit, the Company has duly paid dividend declared in financial year 2012-13 amounting to Rs. 1,19,69,460 and tax on dividend Rs. 19,41,746

2 **Earning Per Share:**

Particulars		Amount
Net profit attributable to share holder		3,11,26,236
Number of equity shares		1,19,69,460
Earning per share of Rs 10 each		2.60

3 **Related Party Transactions:**

NAME	RELATION	AMOUNT	PAN NUMBER	NATURE OF TRANSACTION
Anila K. Zota	Director Relatives	53,700	AAAPZ3223C	Interest
Ashokkumar C. Zota	Director Relatives	5,668	AAAPZ7966L	Interest
Ashokkumar C. Zota [HUF]	Director Relatives	1,35,047	AAAHZ0307B	Interest
Chandulal N. Zota [HUF]	Director Relatives	1,06,983	AABHC0937M	Interest
Divyesh A. Zota	Director Relatives	37,465	AAEPZ7562J	Interest
Dixit A. Zota	Director Relatives	45,601	AAEPZ7563K	Interest
Himanshu M. Zota	Director	2,76,015	AABPZ1961G	Interest
Himanshu M. Zota [HUF]	Director Relatives	23,148	AAAHZ0515P	Interest
Induben M. Zota	Director Relatives	81,936	AABPZ9239K	Interest
Kamlesh R. Zota	Director	1,85,723	AABPZ9457F	Interest
Kamlesh R. Zota [HUF]	Director Relatives	89,133	AAAHZ0480M	Interest
Ketan C. Zota	Director	1,59,234	AABPZ9238J	Interest
Ketan C. Zota [HUF]	Director Relatives	1,78,607	AAAHZ0308Q	Interest
Madhuben A. Zota	Director Relatives	1,57,856	AAAPZ7964J	Interest
Manisha K. Zota	Director Relatives	2,83,231	AACPZ9800F	Interest
Manukant C. Zota	Director	1,77,438	AAAPZ7965K	Interest
Manukant C. Zota [HUF]	Director Relatives	1,16,294	AAAHZ0297G	Interest
Moxesh Ketan Zota	Director Relatives	1,78,895	AANPZ1370P	Interest
Muktilal C. Zota [HUF]	Director Relatives	1,29,208	AAAHZ0296H	Interest
Nimisha N. Zota	Director Relatives	38,979	AACPZ8254H	Interest
Niral M. Zota [HUF]	Director Relatives	66,503	AADHN1137Q	Interest
Rajnikant C. Zota [HUF]	Director Relatives	1,31,284	AAAHZ0309R	Interest
Varsha H. Zota	Director Relatives	1,62,967	AABPZ1959N	Interest
Raxaben Jatin Zota	Director Relatives	83,283	AAJPZ5420G	Interest
Jatin A. Zota	Director Relatives	4,80,000	AACPZ8768Q	Salary
Ashokkumar C. Zota	Director Relatives	4,80,000	AAAPZ7966L	Salary
Niral M.Zota	Director Relatives	4,20,000	AABPZ1960H	Salary
Viren M. Zota	Director Relatives	4,80,000	AAEPZ7934J	Salary
Himanshu M. Zota	Director	4,50,000	AABPZ1961G	Commission
Kamlesh R. Zota	Director	4,50,000	AABPZ9457F	Commission
Ketan C. Zota	Director	4,50,000	AABPZ9238J	Commission
Manukant C. Zota	Director	4,50,000	AAAPZ7965K	Commission
Jatin A. Zota	Director Relatives	4,50,000	AACPZ8768Q	Commission
Niral M.Zota	Director Relatives	4,50,000	AABPZ1960H	Commission
Viren M. Zota	Director Relatives	4,50,000	AAEPZ7934J	Commission
Vinodchandra C. Siriya	Share Holder	12,000	AINPS3767M	Interest
Himanshu M. Zota	Director	9,00,000	AABPZ1961G	Remuneration
Kamlesh R. Zota	Director	9,00,000	AABPZ9457F	Remuneration
Ketan C. Zota	Director	9,00,000	AABPZ9238J	Remuneration
Manukant C. Zota	Director	9,00,000	AAAPZ7965K	Remuneration

4 **Deferred Tax :**

Particulars		Amount
WDV As Per Companies Act.		90743232
WDV As Per Income Tax Act.		78739344
		12003888
Deferred Tax Liabilities @33.90%		3894662
Opening Liability		4036873
Closing Liability		3894662
Provided In P/Y		-142211

5 Balances of depositors, sundry debtors, creditors and loans and advances are subject to confirmation and reconciliation.

6 The quantity and value of closing stock is certified by the management as true and correct.

ZOTA HEALTH CARE LIMITED

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7 Previous year's figures have been regrouped / recast wherever necessary to conform to current year's presentation.

8 All known liabilities have been provided for in the books accounts for the year under report.

9 The company is not in position to identify the amount of balances due to small-scale industrial (SSI) undertakings in absence of sufficient information from suppliers regarding their status as SSI undertakings.

10 Auditor's remuneration and expenses charged to profit and loss account are as under:

Particulars	As at 31st March, 2014	As at 31st March, 2013
As Auditor Remuneration	2,00,000.00	2,00,000.00
Service Tax (12.36%)	12,360.00	12,360.00
Total	2,12,360.00	2,12,360.00

11 Managerial remuneration to directors charged to profit and loss account are as under:

Particulars	As at 31st March, 2014	As at 31st March, 2013
Director's Remuneration	36,00,000.00	36,00,000.00
Perquisite	-	-
Total	36,00,000.00	36,00,000.00

12 Value of Imports on CIF Basis :

Particulars	As at 31st March, 2014	As at 31st March, 2013
Import from SEZ unit (India)	3,65,70,219.75	3,51,02,568.43
Import from SEZ unit (Outside India)	31,97,545.20	-
Total	3,65,70,219.75	3,51,02,568.43

13 Value of Export on FOB Basis :

Particulars	As at 31st March, 2014	As at 31st March, 2013
Merchant Export by SEZ Unit	3,81,38,360.88	5,54,93,431.00
Export by SEZ Unit	68,67,589.53	11,13,539.03
Total	4,50,05,950.41	5,66,06,970.03

14 Expenditure in Foreign Currency

Particulars	As at 31st March, 2014	As at 31st March, 2013
Commission Paid	-	-
Total	-	-

15 Earning in Foreign Exchange at FOB value

Particulars	As at 31st March, 2014	As at 31st March, 2013
Earning	68,67,589.53	73,440.00
Total	68,67,589.53	73,440.00

16 Outgoing in Foreign Exchange at CIF value

Particulars	As at 31st March, 2014	As at 31st March, 2013
Outgoing	31,97,545.20	-
Total	31,97,545.20	-

17 Contingent Liabilities for the year under review is Nil.

Signatures to Notes 1 to 23
For and on behalf of the Board

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

(Director)	(Director)
Himanshu M. Zota	Ketankumar C. Zota
(Din : 01097722)	(Din : 00822594)

Date : 30/08/2014
Place : Surat

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

ZOTA HEALTH CARE LIMITED
Balance Sheet as at 31st March, 2014

(All Amounts in ₹.)

	Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
I.	**EQUITY AND LIABILITIES**			
(1)	**Shareholder's Funds**			
	(a) Share Capital	M-3	11,96,94,600.00	11,96,94,600.00
	(b) Reserves and Surplus	M-4	7,60,59,671.00	4,64,34,516.73
	(c) Money received against Share Warrants		-	-
(2)	**Share Application Money pending allotment**		-	-
(3)	**Non-Current Liabilities**			
	(a) Long-Term Borrowings	M-5	3,64,01,571.00	3,29,59,755.00
	(b) Deferred Tax Liabilities (Net)		16,62,956.00	15,17,325.00
	(c) Other Long Term Liabilities		-	-
	(d) Long-Term Provisions		-	-
(4)	**Current Liabilities**			
	(a) Short-Term Borrowings	M-6	1,02,53,146.65	1,28,97,364.66
	(b) Trade Payables		8,45,04,102.34	6,38,78,307.84
	(c) Other Current Liabilities	M-7	59,50,676.00	55,58,207.00
	(d) Short-Term Provisions	M-8	3,14,69,175.71	2,84,39,462.02
	TOTAL		36,59,95,898.70	31,13,79,538.25
II.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Fixed Assets			
	(i) Tangible Assets	M-9	2,14,45,012.00	1,35,30,611.00
	(ii) Intangible Assets	M-10	1,53,26,354.55	1,87,10,469.55
	(iii) Capital work-in-progress			4,90,077.00
	(iv) Intangible assets under development			
	(b) Non-Current Investments	M-11	9,96,82,579.31	8,06,22,140.31
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long-Term Loans and Advances	M-12	2,14,237.00	1,68,430.00
	(e) Other Non-Current Assets		-	-
(2)	**Current Assets**			
	(a) Current Investments		-	-
	(b) Inventories	M-13	11,17,68,488.76	10,08,62,736.50
	(c) Trade Receivables	M-14	9,60,96,410.30	8,01,65,345.70
	(d) Cash and Cash Equivalents	M-15	13,80,992.59	11,60,799.00
	(e) Short-Term Loans and Advances	M-16	1,61,67,039.00	1,11,44,611.00
	(f) Other Current Assets	M-17	39,14,785.19	45,24,318.19
	TOTAL		36,59,95,898.70	31,13,79,538.25

See accompanying notes to the financial statements

For and on behalf of the Board

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

(Director)
Himanshu M. Zota
(Din : 01097722)

(Director)
Ketankumar C. Zota
(Din : 00822594)

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

Date : 30/08/2014
Place : Surat

ZOTA HEALTH CARE LIMITED
Profit & Loss Statement for the year ended 31st March, 2014

(All Amounts in ₹.)

	Particulars	Note No.	Year Ended 31st March, 2014	Year Ended 31st March, 2013
I.	Revenue from Operations	M-18	45,59,84,454.08	38,25,43,026.72
II.	Other Incomes	M-19	2,79,809.72	2,48,649.56
V.	**Total Revenue**		45,62,64,263.80	38,27,91,676.28
VI.	**Expenses:**			
	Cost of Materials Consumed		-	-
	Purchases of Stock-in-Trade		31,73,22,697.05	27,58,53,138.10
	Changes in Inventories of Stock-in-Trade	M-20	(1,09,05,752.26)	(2,01,77,057.13)
	Employee Benefit Expenses	M-21	2,64,08,604.00	2,41,71,842.00
	Finance Costs	M-22	67,29,646.73	69,36,472.55
	Depreciation and Amortization Expense	M-9 & M10	49,60,614.00	56,67,825.00
	Other Expenses	M-23	5,23,19,903.01	4,01,57,592.19
VII.	**Total Expenses**		39,68,35,712.53	33,26,09,812.71
VIII.	Profit before Exceptional and Extraordinary Items and Tax (V - VII)		5,94,28,551.27	5,01,81,863.57
IX.	Exceptional Items		-	-
X.	Profit before Extraordinary Items and Tax (VIII - IX)		5,94,28,551.27	5,01,81,863.57
XI.	Extra Ordinary Items		-	-
XII.	Profit before Tax (X - XI)		5,94,28,551.27	5,01,81,863.57
XIII.	Tax Expense:			
	(1) Current tax		1,53,69,631.00	1,23,02,486.00
	(1.1) I.T.Provision Created Short/ excess		3,77,229.00	10,000.00
	(2) Provision for Deferred Tax		1,45,631.00	2,37,034.00
XIV.	Profit/ (Loss) for the period from Continuing Operations (XII - XIII)		4,35,36,060.27	3,76,32,343.57
XV.	Profit/Loss from Discontinuing Operations		-	-
XVI.	Tax Expense of Discontinuing Operations		-	-
XVII	Profit/ (Loss) from Discontinuing Operations (after Tax) (XV - XVI)		-	-
	Profit/ (Loss) for the Period (XIV + XVII)		4,35,36,060.27	3,76,32,343.57
	Earnings Per Equity Share			
	(1) Basic		3.64	3.14
	(2) Diluted			

See accompanying notes to the financial statements

For and on behalf of the Board

(Director)
Himanshu M. Zota
(Din : 01097722)

(Director)
Ketankumar C. Zota
(Din : 00822594)

Date : 30/08/2014
Place : Surat

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

ZOTA HEALTH CARE LIMITED

Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
NOTE # M-3		
Share Capital :		
Authorised Share Capital		
15000000 Equity Shares of Rs. 10/- each		
(Pre. Yr. 15000000 Equity Shares of Rs. 10/- each)	15,00,00,000.00	15,00,00,000.00
Issued, Subscribed and Paid up		
11969460 Equity Shares of Rs. 10/- each		
(Pre. Yr. 11969460 Equity Shares of Rs. 10/- each)	11,96,94,600.00	11,96,94,600.00
	11,96,94,600.00	11,96,94,600.00

A. Reconciliation of the number of shares at the beginning & end of the Reporting Period :

Authorised Shares	No. of Shares	
	31st March, 2014	31st March, 2013
Previous Year	1,50,00,000.00	1,50,00,000.00
Incresed by	-	-
Current Year	1,50,00,000.00	1,50,00,000.00

Issued, Subscribed and fully paid	No. of Shares	
	31st March, 2014	31st March, 2013
Number of shares at the beginning	1,19,69,460.00	99,74,550.00
Add : Addition during the year	-	19,94,910.00
Number of shares at the end	1,19,69,460.00	1,19,69,460.00

B. Shares held by each shareholder holding more than 5% shares, specifying the number of shares held :

Name	No. of Shares with Sharing Ratio			
	31st March, 2014		31st March, 2013	
	No. of Share	%	No. of Share	%
Anila K.Zota	848750	7.09	848750	7.09
Himanshu M. Zota	1876500	15.68	1876500	15.68
Kamlesh R.Zota	1149228	9.6	1149228	9.6
Ketan C.Zota	1764612	14.74	1764612	14.74
Ketan C.Zota(Huf)	799200	6.68	799200	6.68
Manisha K.Zota	983016	8.21	983016	8.21
Manukant C. Zota	2412244	20.15	2412244	20.15
Varsha H.Zota	682519	5.7	682519	5.7

C. Aggregate number and class of shares alloted as fully paid up by way of bonus shares :

Year	Bonus Equity Shares (No.)
F.Y. 2007-2008	Nil
F.Y. 2008-2009	1842300
F.Y. 2009-2010	2080200
F.Y. 2010-2011	2092700
F.Y. 2011-2012	3324850
F.Y. 2012-2013	1994910
F.Y. 2013-2014	Nil

NOTE # M-4	₹	₹
Reserves and Surplus :		
(a) Securities Premium Reserve		
As per last Balance Sheet	12,46,400.00	2,11,95,500.00
Less : Bonus Share Issued	-	1,99,49,100.00
	12,46,400.00	12,46,400.00
(b) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	4,51,88,116.73	2,14,66,979.16
Net Profit Addition during the year	4,35,36,060.27	3,76,32,343.57
Less: Proposed Dividend	1,19,69,460.00	1,19,69,460.00
Less: Tax on Dividend	19,41,446.00	19,41,746.00
	7,48,13,271.00	4,51,88,116.73
	7,60,59,671.00	4,64,34,516.73

ZOTA HEALTH CARE LIMITED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
<u>NOTE # M-5</u>		
<u>Long-Term Borrowings</u>		
Term Loans		
- From Axis Bank Term Loan	66,63,227.00	1,08,44,569.00
(Term Loan is secured by hypothecation on charge on entire fixed assets of the company. including Plant and Machinery (Present & Future))		
Less :- Interest Accrued and Due on Borrowings	75,227.00	1,28,569.00
	65,88,000.00	1,07,16,000.00
Loans and advances from Related Parties & Share holders & Other	2,98,13,571.00	2,22,43,755.00
	3,64,01,571.00	3,29,59,755.00
NOTE # M-6		
Short-Term Borrowings		
Other Loans and Advances		
- Cash Credit Facilities (Axis Bank)	1,02,53,146.65	1,28,97,364.66
(Cash Credit Facilities is hypothecated by First Charge on the entrie Current Assets (Present & Future) of the Company and Personal Guarantee of all the Directors and Property owners)		
	1,02,53,146.65	1,28,97,364.66
NOTE # M-7		
Other Current Liabilities		
Interest Accrued and Due on Borrowings	75,227.00	1,28,569.00
Provision for Central Sales Tax	7,42,002.00	6,17,950.00
Provision for TDS payable	7,16,984.00	4,41,525.00
Other Payables		
Security Deposits	42,33,557.00	38,37,572.00
Advance from Customers	1,82,906.00	5,32,591.00
	59,50,676.00	55,58,207.00
NOTE # M-8		
Short-Term Provisions		
Provision for Employee Benefits		
Employees Professional Tax	10,520.00	11,460.00
ESI Payable	34,686.00	28,802.00
Provident Fund Payable	81,110.00	58,966.00
Remuneration Payable	2,78,200.00	2,99,200.00
Salary Expense Payable	17,40,993.00	17,70,015.00
NOTE # M-8		
Short-Term Provisions		
Others		
Expenses payable	43,129.71	57,327.02
Provision for Income Tax	1,53,69,631.00	1,23,02,486.00
Provision for Proposed Dividend	1,19,69,460.00	1,19,69,460.00
Provision for Dividend Distribution Tax	19,41,446.00	19,41,746.00
	3,14,69,175.71	2,84,39,462.02
NOTE # M-11		
Non-Current Investments		
Investments in Equity Instruments		
Prime Co Op Bank (Non-Trade Investment)	100.00	100.00
Other Investment		
Zota Healthcare Ltd (SEZ)	9,89,22,269.31	7,99,22,018.31
Axis Bank Fixed Deposit	7,60,210.00	7,00,022.00
	9,96,82,579.31	8,06,22,140.31
NOTE # M-12		
Long-Term Loans and Advances		
Security Deposits		
Dakshin Gujarat Vij Co Ltd	2,14,237.00	1,68,430.00
	2,14,237.00	1,68,430.00

ZOTA HEALTH CARE LIMITED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
NOTE # M-13		
Inventories		
Stock-in-Trade (in respect of goods acquired for trading)	11,03,18,176.58	9,89,59,901.27
Others	14,50,312.18	19,02,835.23
	11,17,68,488.76	10,08,62,736.50
Mode of Valuation.		
Stock in Trade (in respect of goods acquired for trading): Valued		
NOTE # M-14		
Trade Receivables		
Unsecured, Considered Good		
- Outstanding for a period exceeding six months	89,41,300.11	81,35,608.40
- Others	8,71,55,110.19	7,20,29,737.30
	9,60,96,410.30	8,01,65,345.70
NOTE # M-15		
Cash and Cash Equivalents		
Balance with Banks		
Axis Bank Ltd	10,33,764.00	9,55,923.00
State Bank Of India	2,95,938.59	1,41,134.00
NOTE # M-15		
Cash and Cash Equivalents		
Balance with Banks		
Cash on Hand	51,290.00	63,742.00
	13,80,992.59	11,60,799.00
NOTE # M-16		
Short-Term Loans and Advances		
Others		
Advance Income Tax	1,60,00,000.00	1,11,00,000.00
Advance to Employee	1,33,262.00	10,472.00
S.K. Enterprises	20,000.00	20,000.00
TDS Receiveable	13,777.00	14,139.00
	1,61,67,039.00	1,11,44,611.00
NOTE # M-17		
Other Current Assets		
Income Tax Assessment (08-09)	-	6,00,000.00
Income Tax Refund (A.Y.-12-13)	32,98,875.19	32,98,875.19
Income Tax Refund (A.Y.-11-12)	2,36,395.00	5,15,910.00
Insurance Claim Receiveable	3,06,610.00	
Prepaid Insurance Premium	72,905.00	1,09,533.00
	39,14,785.19	45,24,318.19

ZOTA HEALTH CARE LIMITED
Annexures to the Profit & Loss Statement

PARTICULARS	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
NOTE # 18		
Revenue From Operations		
Sale of Products	45,53,55,843.57	38,24,85,427.12
Other Operating Revenues		
Vatav kasar	6,28,610.51	57,599.60
	45,59,84,454.08	38,25,43,026.72
NOTE # 19		
Other Incomes		
Interest Income		
From customer	18,363.59	34,997.56
Income Tax Refund -Interest	5,800.00	-
Bank FD Interest	66,876.00	62,157.00
Other Non-Operating Income		
Insurance Claim Income	-	1,51,495.00
Profit on Sale of Fixed Assets	11,447.00	-
Foreign Exchange Profit/Loss	1,77,323.13	
	2,79,809.72	2,48,649.56
NOTE # 20		
Changes in Inventories of Stock-in-Trade		
Opening Stock	10,08,62,736.50	8,06,85,679.37
Less: Closing Stock	11,17,68,488.76	10,08,62,736.50
	(1,09,05,752.26)	(2,01,77,057.13)
NOTE # 21		
Employee Benefit Expenses		
Salaries and Wages and Bonus	1,05,71,409.00	99,10,588.00
Director's Remuneration	36,00,000.00	36,00,000.00
Contribution to PF and Other Funds		
EPF-Employer Contribution	4,96,551.00	3,31,375.00
ESI-Employer Contribution	3,11,289.00	2,61,291.00
Staff Welfare Expenses		
Travelling & Misce. Conveyance Expenses	54,85,245.00	47,60,154.00
Travelling & Vehical Conveyance Expenses	5,18,178.00	17,08,472.00
Education Allowance	5,10,292.00	2,37,962.00
HRA Allowance	40,71,014.00	29,17,693.00
Kit Allowance	4,38,998.00	3,66,041.00
Staff Welfare Expenses	-	31,743.00
Leave Encashment Allowance	48,060.00	46,523.00
Washing Allowance	3,57,568.00	-
	2,64,08,604.00	2,41,71,842.00
NOTE # 22		
Finance Costs		
Bank Charges	4,51,743.73	2,95,872.55
Bank Interest	32,24,391.00	45,89,086.00
Interest On TDS	4,973.00	8,048.00
Interest On Unsecured Loans	30,42,081.00	20,43,236.00
Interest on CST / GST	6,458.00	230.00
	67,29,646.73	69,36,472.55
NOTE # 23		
Other Expenses		
Direct Expenses		
Freight On Purchases	2,63,380.59	4,31,646.51
Packing Materials Expenses	12,28,168.00	11,23,790.00
Purchase Tax	37,23,506.38	22,84,188.39
Transporation Expense	93,09,993.00	65,86,382.00
Vat Expenses	11,50,684.00	12,20,164.00
	1,56,75,731.97	1,16,46,170.90

ZOTA HEALTH CARE LIMITED
Annexures to the Profit & Loss Statement

PARTICULARS	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
Administrartive and General Expenses		
Audit and Consultancy Fees	1,12,360.00	1,12,360.00
Computer Repairs and Maintenance Expenses	1,88,400.00	1,42,929.00
Conference Expense	21,10,193.00	2,36,042.00
Consultancy Charges	16,47,594.00	15,34,711.00
Cylinder Charges	8,230.00	97,100.00
Diesel Expenses	1,66,310.00	1,71,100.00
Electricity Light Bill Expenses	4,27,833.00	4,64,979.00
Entry Tax	1,43,051.00	1,13,642.00
Foreign Exchange Profit/ Loss	-	41.20
Insurance Premium	2,76,970.00	1,59,018.00
Legal Expense	78,405.00	1,66,236.00
Lodging and Boarding Expense	2,82,028.00	2,93,183.00
Damaged / Loss in Transit Goods	25,610.00	1,878.00
Municipal Tax	5,31,304.75	2,35,326.00
Office Equipment Maintenance	86,335.00	78,772.00
Office Miscellaneous Expense	5,58,276.00	5,57,027.00
PF Fund Administration Charges	61,616.00	44,237.00
Post And Courier Charges	26,49,163.00	20,22,486.00
Printing and Stationery Expense	13,22,579.00	8,90,518.00
Product Approval Charges	25,900.00	6,409.00
Professional Tax	2,830.00	2,580.00
Rounded off	-	1,597.22
Shop Maintenance Expense	55,800.00	74,400.00
Telephone & Internet & Mobile Bill Expense	3,09,440.07	2,56,551.79
Trademark Expense	66,869.00	25,500.00
Travelling Expense	9,44,852.86	4,48,951.20
Vehicle Maintenance Expense	31,606.00	30,325.00
Website Renewal Charges	24,727.70	20,899.00
	1,21,38,283.38	81,88,798.41
Selling and Distribution Expenses		
Advertisement Expense	32,49,219.00	27,67,694.00
Cash and Trade Discount	36,54,717.55	32,01,336.60
Commission on Sales	79,43,027.00	60,12,588.00
Freight on Sales	35,13,271.61	40,20,164.28
Promotional Expenses	35,52,121.50	23,56,654.00
Selling and Distribution Expenses		
Turnover Cash Discount	20,35,254.00	15,70,940.00
Sales Incentive	2,07,277.00	1,09,502.00
	2,41,54,887.66	2,00,38,878.88
Disallowable Expenses		
Charity and Donation Expense	3,51,000.00	2,72,000.00
Loss on Sale of Fixed Assets	-	11,744.00
	3,51,000.00	2,83,744.00
	5,23,19,903.01	4,01,57,592.19

ZOTA HEALTH CARE LIMITED

NOTE # M-9 Non-Current Assets
ASSTT.YEAR = 2014-2015

ACCTT.YEAR- 2013-2014

Tangible Assets as on 31st March 2014.

SR. NO.	PARTICULARS	RATE OF DEPR.	GROSS BLOCK: COST AS ON 01.04.2013	GROSS BLOCK: ADDITIONS DURING THE YEAR	GROSS BLOCK: SALE / DISPOSAL DURING THE YEAR	GROSS BLOCK: TOTAL AS ON 31.03.2014	DEPRECIATION BLOCK: UPTO 01.04.2013	DEPRECIATION BLOCK: FOR THE YEAR	DEPRECIATION BLOCK: ADJUSTMENT	DEPRECIATION BLOCK: UPTO 31.03.2014	NET BLOCK: NET CARRYING AMOUNT AS ON 31.03.2014	NET BLOCK: NET CARRYING AMOUNT AS ON 31.03.2013
1	Land											
	Plot at Bhagvatinagar with Construction	0.00%	14,28,606	-	-	14,28,606	-	-	-	-	14,28,606	9,38,529
	Plot Land (Hojliwala Industrial area)	0.00%	3,22,873	-	-	3,22,873	-	-	-	-	3,22,873	3,22,873
	Bhagvan Alyappa Complex (non us)	0.00%	-	66,10,333	-	66,10,333	-	-	-	-	66,10,333	-
2	Buildings											
	Bhagvan Aiyappa Complex (office)	5.00%	94,28,495	11,32,398	-	1,05,60,893	17,85,064	4,00,285	-	21,85,349	83,75,544	76,43,431
	Zota House B-First Floor	5.00%	6,00,000	-	-	6,00,000	1,24,849	23,758	-	1,48,607	4,51,393	4,75,151
	Zota House A-First Floor	5.00%	5,50,646	-	-	5,50,646	1,13,972	21,834	-	1,35,806	4,14,840	4,36,674
	Zota House A-IInd Floor & B-First Fl.	5.00%	6,00,000	-	-	6,00,000	1,35,731	23,213	-	1,58,944	4,41,056	4,64,269
	Zota House B-Gr. Floor	5.00%	3,09,000	-	-	3,09,000	97,448	10,578	-	1,08,026	2,00,974	2,11,552
	Zota House B-IInd Floor	5.00%	2,33,100	-	-	2,33,100	75,905	7,860	-	83,765	1,49,335	1,57,195
3	Office Equipments											
	Air Conditioners	13.91%	5,14,470	23,800	-	5,38,270	2,23,609	43,679	-	2,67,288	2,70,982	2,90,861
	Elevator (Lift)	13.91%	3,00,000	-	-	3,00,000	1,54,813	20,196	-	1,75,009	1,24,991	1,45,187
	Hydraulic Hand Pallet Truck (Trolly)	13.91%	15,525	-	-	15,525	7,996	1,047	-	9,043	6,482	7,529
	Kirloskar Green Genset	13.91%	3,35,000	-	-	3,35,000	1,18,413	30,127	-	1,48,540	1,86,460	2,16,587
	Platform Trolly	13.91%	61,548	-	-	61,548	7,640	7,499	-	15,139	46,409	53,908
	Strapping Machine	13.91%	1,45,475	-	-	1,45,475	48,813	13,446	-	62,259	83,216	96,662
	Tea Vending Machine	13.91%	19,890	-	-	19,890	10,185	1,350	-	11,535	8,355	9,705
	Tripod Stand	13.91%	4,500	-	-	4,500	1,860	367	-	2,227	2,273	2,640
	Wireless Tower	13.91%	26,250	-	-	26,250	13,256	1,807	-	15,063	11,187	12,994
	Colour Television	13.91%	14,607	-	-	14,607	10,766	534	-	11,300	3,307	3,841
	Epabx Instrument	13.91%	61,900	-	-	61,900	23,150	5,390	-	28,540	33,360	38,750
	Inverter	13.91%	8,320	-	-	8,320	5,768	355	-	6,123	2,197	2,552
	Light Arrestor with Earthing	13.91%	8,500	-	-	8,500	4,761	520	-	5,281	3,219	3,739
	Sony Projector	13.91%	87,600	-	-	87,600	47,989	5,510	-	53,499	34,101	39,611
	Telephone Instrument	13.91%	30,159	9,600	-	39,759	14,525	2,338	-	16,863	22,896	15,634
	Water Cooler	13.91%	58,387	-	-	58,387	25,150	4,623	-	29,773	28,614	33,237
	Water Purifier	13.91%	8,190	-	-	8,190	3,297	681	-	3,978	4,212	4,893
	Misc.Office Equipment	13.91%	1,33,652	1,20,275	-	2,53,927	47,193	23,805	-	70,998	1,82,929	86,459
4	Furniture & Fixtures	18.10%	30,99,709	82,795	-	31,82,504	18,19,699	2,36,632	-	20,56,331	11,26,173	12,80,010

Tangible Assets as on 31st March 2014.

SR. NO.	PARTICULARS	RATE OF DEPR.	GROSS BLOCK: COST AS ON 01.04.2013	GROSS BLOCK: ADDITIONS DURING THE YEAR	GROSS BLOCK: SALE / DISPOSAL DURING THE YEAR	GROSS BLOCK: TOTAL AS ON 31.03.2014	DEPRECIATION BLOCK: UPTO 01.04.2013	DEPRECIATION BLOCK: FOR THE YEAR	DEPRECIATION BLOCK: ADJUSTMENT	DEPRECIATION BLOCK: UPTO 31.03.2014	NET BLOCK: NET CARRYING AMOUNT AS ON 31.03.2014	NET BLOCK: NET CARRYING AMOUNT AS ON 31.03.2013
5	Computers	40.00%	18,11,813	2,86,675	-	20,98,488	14,18,200	1,96,382	-	16,14,582	4,83,906	3,93,613
6	Tempo Vehicle (Tata Ace)	30.00%	3,50,500	4,20,000	3,50,500	4,20,000	2,07,975	69,183	2,41,947	35,211	3,84,789	1,42,525
	TOTAL		2,05,68,715	86,85,876	3,50,500	2,89,04,091	65,48,027	11,52,999	2,41,947	74,59,079	2,14,45,012	1,35,30,611
	Previous Year		1,83,96,048	17,07,090	24,500	2,00,78,638	54,04,096	11,52,687	8,756	65,48,027	1,35,30,611	1,29,91,952

NOTE # M-10 Non-Current Assets

Intangible Assets as on 31st March 2014.

SR. NO.	PARTICULARS	RATE OF DEPR.	GROSS BLOCK: COST AS ON 01.04.2013	GROSS BLOCK: ADDITIONS DURING THE YEAR	GROSS BLOCK: SALE / DISPOSAL DURING THE YEAR	GROSS BLOCK: TOTAL AS ON 31.03.2014	DEPRECIATION BLOCK: UPTO 01.04.2013	DEPRECIATION BLOCK: FOR THE YEAR	DEPRECIATION BLOCK: ADJUSTMENT	DEPRECIATION BLOCK: UPTO 31.03.2013	NET BLOCK: NET CARRYING AMOUNT AS ON 31.03.2014	NET BLOCK: NET CARRYING AMOUNT AS ON 31.03.2013
1	Brands/ Trademarks	20.00%	2,68,92,493	3,83,500	-	2,72,75,993	92,37,251	35,92,611	-	1,28,29,862	1,44,46,131	1,76,55,242
2	Copyrights and Patents	20.00%	14,91,394	40,000	-	15,31,394	4,36,166	2,15,004	-	6,51,170	8,80,224	10,55,228
	TOTAL		2,83,83,887	4,23,500	-	2,88,07,387	96,73,417	38,07,615	-	1,34,81,032	1,53,26,355	1,87,10,470
	Previous Year		2,74,27,829	9,56,058	-	2,83,83,887	51,58,279	45,15,138	-	96,73,417	1,87,10,470	2,22,69,550

ZOTA HEALTH CARE LIMITED
Special Economic Zone
Balance Sheet as at 31st March, 2014

(All Amounts in ₹.)

	Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
I.	**EQUITY AND LIABILITIES**			
(1)	**Shareholder's Funds**			
	(a) Share Capital		-	-
	(b) Reserves and Surplus	S-3	(3,76,42,134.29)	(2,52,32,309.98)
	(c) Money received against Share Warrants			-
(2)	**Share Application Money pending allotment**		-	-
(3)	**Non-Current Liabilities**			
	(a) Long-Term Borrowings	S-4	15,78,914.00	82,38,921.00
	(b) Deferred Tax Liabilities (Net)		22,31,706.00	25,19,548.00
	(c) Other Long Term Liabilities		-	-
	(d) Long-Term Provisions		-	-
(4)	**Current Liabilities**			
	(a) Short-Term Borrowings		-	-
	(b) Trade Payables		1,33,81,176.30	77,66,479.80
	(c) Other Current Liabilities	S-5	18,83,216.00	15,39,947.00
	(d) Short-Term Provisions	S-6	9,84,983.00	6,89,841.00
	TOTAL		(1,75,82,138.99)	(44,77,573.18)
II.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Fixed Assets			
	(i) Tangible Assets	S-7	5,39,71,865.80	5,91,03,370.80
	(ii) Intangible Assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non-Current Investments	S-8	(9,89,22,269.31)	(7,99,22,018.31)
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long-Term Loans and Advances	S-9	9,16,607.73	9,16,607.73
	(e) Other Non-Current Assets			-
(2)	**Current Assets**			
	(a) Current Investments		-	-
	(b) Inventories	S-10	1,35,09,535.00	88,99,241.00
	(c) Trade Receivables	S-11	1,06,93,817.35	38,69,677.32
	(d) Cash and Cash Equivalents	S-12	48,423.41	1,07,630.21
	(e) Short-Term Loans and Advances	S-13	91,249.00	35,864.00
	(f) Other Current Assets	S-14	21,08,632.03	25,12,054.07
	TOTAL		(1,75,82,138.99)	(44,77,573.18)

See accompanying notes to the financial statements

For and on behalf of the Board

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

(Director)
Himanshu M. Zota

(Director)
Ketankumar C. Zota

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

Date : 30/08/2014
Place : Surat

ZOTA HEALTH CARE LIMITED
Special Economic Zone
Profit & Loss Statement for the year ended 31st March, 2014

(All Amounts in ₹.)

	Particulars	Note No.	Year Ended 31st March, 2014	Year Ended 31st March, 2013
I.	Revenue from Operations	S-15	4,51,31,706.91	5,65,37,774.67
II.	Other Incomes	S-16	7,43,106.99	96,841.99
V.	**Total Revenue (I + II+III+IV)**		4,58,74,813.90	5,66,34,616.66
VI.	**Expenses:**			
	Cost of Materials Consumed	S-17	3,57,95,289.56	4,18,40,207.74
	Purchases of Stock-in-Trade			-
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	S-18	(1,92,327.00)	59,29,579.00
	Employee Benefit Expenses	S-19	87,02,049.00	68,69,157.00
	Finance Costs	S-20	4,07,069.21	9,99,207.99
	Depreciation and Amortization Expense	S-07	71,08,835.00	78,46,303.00
	Other Expenses	S-21	67,51,564.44	56,46,316.37
VII.	**Total Expenses**		5,85,72,480.21	6,91,30,771.10
VIII.	Profit before Exceptional and Extraordinary Items and Tax (V - VII)		(1,26,97,666.31)	(1,24,96,154.44)
IX.	Exceptional Items		-	-
X.	Profit before Extraordinary Items and Tax (VIII - IX)		(1,26,97,666.31)	(1,24,96,154.44)
XI.	Extra Ordinary Items		-	-
XII.	Profit before Tax (X - XI)		(1,26,97,666.31)	(1,24,96,154.44)
XIII.	Tax Expense:			
	(1) Current tax		-	-
	(2) Provision for Deferred Tax		(2,87,842.00)	(2,64,811.00)
XIV.	Profit/ (Loss) for the period from Continuing Operations (XII - XIII)		(1,24,09,824.31)	(1,22,31,343.44)
XV.	Profit/Loss from Discontinuing Operations		-	-
XVI.	Tax Expense of Discontinuing Operations		-	-
XVII	Profit/ (Loss) from Discontinuing Operations (after Tax) (XV - XVI)		-	-
	Profit/ (Loss) for the Period (XIV + XVII)		(1,24,09,824.31)	(1,22,31,343.44)
	Earnings Per Equity Share			
	(1) Basic		-	-
	(2) Diluted		-	-

See accompanying notes to the financial statements

For and on behalf of the Board

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

(Director)
Himanshu M. Zota
(Din : 01097722)

(Director)
Ketankumar C. Zota
(Din : 00822594)

Date : 30/08/2014
Place : Surat

CA. Pradeep Kumar Singhi
Partner
Membership No. 200/24612
Firm No. 126027W

ZOTA HEALTH CARE LIMITED
Special Economic Zone
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
NOTE # S-3		
Reserves and Surplus :		
(c) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	(2,52,32,309.98)	(1,30,00,966.54)
Addition during the year	(1,24,09,824.31)	(1,22,31,343.44)
Allocations & Appropriations	-	-
Transfer to Reserves	-	-
	(3,76,42,134.29)	(2,52,32,309.98)
	(3,76,42,134.29)	(2,52,32,309.98)
NOTE # S-4		
Long-Term Borrowings		
Term Loans		
- From Axis Bank	15,96,683.00	83,36,929.00
(Term Loan is secured by First Charge on the entrie Current Assets (Present & Future) of the Company and Personal Guarantee of all the		
Less :- Interest Accrued and Due on Borrowings	17,769.00	98,008.00
	15,78,914.00	82,38,921.00
NOTE # S-5		
Other Current Liabilities		
Interest Accrued and Due on Borrowings	17,769.00	98,008.00
Provision for TDS payable	23,000.00	33,050.00
Other Payables		
Advance from Customers	18,42,447.00	14,08,889.00
	18,83,216.00	15,39,947.00
NOTE # S-6		
Short-Term Provisions		
Provision for Employee Benefits		
Empoyees Professional Tax	26,640.00	2,980.00
ESI Payable	32,212.00	25,833.00
Provident Fund Payable	73,209.00	64,920.00
Salary Expense Payable	6,97,255.00	4,96,455.00
Others		
Electricity Bill Payable	1,55,002.00	99,653.00
Telephone Bill Payable	665.00	
	9,84,983.00	6,89,841.00
NOTE # S-8		
Non-Current Investments		
Investments in Equity Instruments		
Other Investment		
Zota Healthcare Ltd	(9,89,22,269.31)	(7,99,22,018.31)
	(9,89,22,269.31)	(7,99,22,018.31)
NOTE # S-9		
Long-Term Loans and Advances		
Security Deposits		
Dakshin Gujarat Vij Co Ltd	8,79,069.73	8,79,069.73
Gas Indian Oil(Mitali Gas)	3,000.00	3,000.00
GEB Deposit	20,538.00	20,538.00
GS1 India	2,000.00	2,000.00
NSDL Database Management System	12,000.00	12,000.00
	9,16,607.73	9,16,607.73

ZOTA HEALTH CARE LIMITED
Special Economic Zone
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
NOTE # S-10		
Inventories		
Raw Materials	85,29,610.00	41,56,077.00
Work-in-Progress	10,43,275.00	9,98,841.00
Finished Goods	39,36,650.00	37,44,323.00
Others		
	1,35,09,535.00	88,99,241.00
Mode of Valuation of Inventories.		
Raw Materials : Valued at Cost.		
Finished Goods & WIP : valued at Cost or Net Realisable value whichever is less as per AS 2 issued by Institute of Chartered Accountants of India.		
Other Inventories: Valued at Cost .		
NOTE # S-11		
Trade Receivables		
Unsecured, Considered Good		
- Outstanding for a period exceeding six months	24,28,444.98	7,31,719.00
- Others	82,65,372.37	31,37,958.32
	1,06,93,817.35	38,69,677.32
NOTE # S-12		
Cash and Cash Equivalents		
Balance with Banks		
Axis Bank Ltd.	29,317.41	54,848.21
Cash on Hand	19,106.00	52,782.00
	48,423.41	1,07,630.21
NOTE # S-13		
Short-Term Loans and Advances		
Others		
Advance to Creditors/ Suppliers	78,449.00	23,064.00
Advance to Employee	12,800.00	12,800.00
	91,249.00	35,864.00
NOTE # S-14		
Other Current Assets		
Prepaid Insurance Premium	20,072.00	20,196.00
Dakshin Gujarat Vij Co Ltd Interest Receivable	63,804.00	71,310.04
Interest Subsidy (District Industrial Centre)	7,34,834.00	4,85,666.00
Miscellaneous Expenditure		
Opening Balance of Pre-Op.Expenses	19,34,882.03	25,79,842.03
Less : Written of 1/5 Transfer to Profit & Loss A/c	6,44,960.00	6,44,960.00
	12,89,922.03	19,34,882.03
	21,08,632.03	25,12,054.07

ZOTA HEALTH CARE LIMITED
Special Economic Zone
Annexures to the Profit & Loss Statement

PARTICULARS	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
NOTE # S-15		
Revenue From Operations		
Sale of Products	4,50,05,950.41	5,64,95,112.37
Other Operating Revenues		
Vatav Kasar	1,25,756.50	42,662.30
	4,51,31,706.91	5,65,37,774.67
NOTE # S-16		
Other Incomes		
Interest Income		
Interest Income on GEB Deposite	70,893.00	79,233.04
Other Non-Operating Income		
Foreign Exchange Profit/Loss	1,51,813.99	17,608.95
Product Development Charges	5,20,400.00	
	7,43,106.99	96,841.99
NOTE # S-17		
Cost of Materials Consumed:		
Raw Materials		
Opening Stock	51,54,918.00	1,13,76,972.00
Add: Purchase Less Return	4,02,13,256.56	3,56,18,153.74
	4,53,68,174.56	4,69,95,125.74
Less: Closing Stock	95,72,885.00	51,54,918.00
	3,57,95,289.56	4,18,40,207.74
NOTE # S-18		
Changes in Inventories of Stock-in-Trade		
Opening Stock	37,44,323.00	96,73,902.00
Less: Closing Stock	39,36,650.00	37,44,323.00
	(1,92,327.00)	59,29,579.00
NOTE # S-19		
Employee Benefit Expenses		
Salaries and Wages and Bonus	46,09,541.00	37,42,050.00
Contribution to PF and Other Funds		
EPF- Employers Contribution	3,87,434.00	3,38,408.00
ESI-Employer Contribution	2,56,427.00	2,04,575.00
Staff Welfare Expenses		
Travelling & Vehical Conveyance Expenses	13,92,775.00	5,15,472.00
Education Allowance	92,768.00	97,607.00
HRA Allowance	11,18,197.00	7,21,628.00
Special Allowance	-	6,06,992.00
Uniform Allowance	1,73,723.00	1,92,489.00
Washing Allowance	62,641.00	81,045.00
Leave Encashment Allowance	3,12,563.00	2,52,772.00
Production Incentive	2,71,336.00	1,16,119.00
Other Staff Welfare Expenses	24,644.00	-
	87,02,049.00	68,69,157.00

ZOTA HEALTH CARE LIMITED
Special Economic Zone
Annexures to the Profit & Loss Statement

PARTICULARS	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
NOTE # S-20		
Finance Costs		
Bank Charges	8,344.21	3,789.99
Bank Interest	3,98,669.00	9,95,322.00
Interest on TDS	56.00	96.00
	4,07,069.21	9,99,207.99
NOTE # S-21		
Other Expenses		
Direct Expenses		
Lab Testing Expenses	2,59,818.00	1,61,672.00
Water Charges	78,617.00	60,228.00
Factory Maintenance Expenses	7,02,556.00	8,53,218.23
Diesel Expense for Boiler	4,66,423.00	3,02,940.00
Power and Fuel Expenses	17,65,682.04	16,06,138.00
Packing Material Expenses	5,21,669.00	4,74,407.00
	37,94,765.04	34,58,603.23
Administrative and General Expenses		
Audit and Consultancy Fees	1,00,000.00	1,00,000.00
Clearing and Forwarding Charges	1,81,437.00	69,400.00
Commission Expense	42,500.00	40,775.00
Computer Repairs and Maintenance Expenses	70,686.00	77,700.00
Export Promotion Council - Membership Fees	5,618.00	5,618.00
Freight Expenses	5,06,041.40	1,17,911.00
Insurance Premium	68,945.00	64,416.00
Legal Expenses	49,889.00	28,019.00
Factory Miscelleneous Expense	2,90,848.00	2,10,098.00
PF Admin Charges	56,333.00	44,001.00
Prelimanary Expenses	6,44,960.00	6,44,960.00
Professional Fees	3,56,036.00	5,31,415.00
Service Charges	4,06,406.00	72,282.14
Printing and Stationery Expense	1,24,759.00	1,60,538.00
Telephone Bill Expenses	10,241.00	20,580.00
Travelling Expenses	42,100.00	
	29,56,799.40	21,87,713.14
	67,51,564.44	56,46,316.37

ZOTA HEALTH CARE LIMITED
Special Economice zone

NOTE # S-7 Non-Current Assets

ASSTT.YEAR = 2014-2015

ACCTT.YEAR- 2013-2014

Tangible Assets as on 31st March 2014

S.NO.	PARTICULARS	RATE OF DEPR.	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
			COST AS ON 01.04.2013	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2014	UPTO 01.04.2013	FOR THE YEAR	ADJUST MENT	UPTO 31.03.2014	NET CARRYING AMOUNT AS ON 31.03.2014	NET CARRYING AMOUNT AS ON 31.03.2013
1	Land	0.00%	73,50,000	-	-	73,50,000	-	-	-	-	73,50,000	73,50,000
2	Factory Buildings	10.00%	1,33,31,530	61,000	-	1,33,92,530	24,97,965	10,88,604	-	35,86,569	98,05,961	1,08,33,565
3	Plant & Equipment											
	AHC-AC-Ducting	13.91%	1,39,85,123	1,69,125	-	1,41,54,248	34,71,701	14,67,336	-	49,39,037	92,15,211	1,05,13,422
	Air Compressor	13.91%	4,50,938	-	-	4,50,938	1,16,725	46,489	-	1,63,214	2,87,724	3,34,213
	Boiler & Its Parts	13.91%	9,18,925	-	-	9,18,925	2,37,864	94,736	-	3,32,600	5,86,325	6,81,061
	Capsule Dept Machhine	13.91%	73,31,714	-	-	73,31,714	17,11,471	7,81,776	-	24,93,247	48,38,467	56,20,243
	Generator Set	13.91%	11,91,102	-	-	11,91,102	2,37,835	1,32,599	-	3,70,434	8,20,668	9,53,267
	Lab Instrument	13.91%	41,59,909	2,68,254	-	44,28,163	10,48,920	4,54,493	-	15,03,413	29,24,750	31,10,989
	Lift (Elevetor)	13.91%	13,42,368	-	-	13,42,368	3,47,473	1,38,390	-	4,85,863	8,56,505	9,94,895
	Misc. Machinary	13.91%	23,63,223	-	-	23,63,223	5,76,693	2,48,506	-	8,25,199	15,38,024	17,86,530
	Teblet Section Machines	13.91%	1,09,81,557	14,00,630	-	1,23,82,187	24,94,511	12,46,511	-	37,41,022	86,41,165	84,87,046
	Water System and Plumbing Work	13.91%	18,45,790	-	-	18,45,790	4,76,906	1,90,412	-	6,67,318	11,78,472	13,68,884
	Weight Balances	13.91%	10,76,732	-	-	10,76,732	2,75,133	1,11,502	-	3,86,635	6,90,097	8,01,599
4	Furiture & Fixtures	18.10%	31,00,284	58,196	-	31,58,480	9,28,523	4,02,536	-	13,31,059	18,27,421	21,71,761
5	Electric Accessories	13.91%	36,56,055	-	-	36,56,055	9,43,494	3,77,317	-	13,20,811	23,35,244	27,12,561
6	Office Equipment	13.91%	11,56,993	-	-	11,56,993	2,88,590	1,20,795	-	4,09,385	7,47,608	8,68,403
7	Computer	40.00%	13,32,707	20,125	-	13,52,832	8,17,775	2,06,833	-	10,24,608	3,28,224	5,14,932
	TOTAL		7,55,74,950	19,77,330	-	7,75,52,280	1,64,71,579	71,08,835	-	2,35,80,414	5,39,71,866	5,91,03,371
	Previous Year		7,14,67,526	41,07,424	-	7,55,74,950	86,25,276	78,46,303	-	1,64,71,579	5,91,03,371	6,28,42,250

Zota Health Care Limited

Regd. Off: Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat-395002
CIN:U24231GJ2000PLC038352
Email: zotahealth@yahoo.com ph: 0261-2331601 web:www.zotahealthcare.com

Attendance Slip

Record of Attendance at the 14th ANNUAL GENERAL MEETING held on **30th September** 2014 at 11.00 am at **Registered Office: Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat-395002**

Please complete this attendance slip and Handover at the Entrance of the meeting Venue.

Mr./Mrs./Ms. ....

Members' Folio No. ....

Signature...
(in case the shares are held in Demat Mode)

DP ID.. Client ID..

Shares Held ....

I/we hereby record my/ our presence at the Fourteenth annual General Meeting of the Company being held on Tuesday, September 30, 2014 at 11.00 a.m.

Please ☑ in the box

☐ MEMBER ☐ PROXY

*Applicable for members holding shares in physical form.

____

Signature of Member / Proxy

Dated: , 2014

Zota Health Care Limited

Regd. Off: Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat-395002
CIN:U24231GJ2000PLC038352
Email: zotahealth@yahoo.com ph: 0261-2331601 web:www.zotahealthcare.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U24231GJ2000PLC038352**
Name of the company: **ZOTA HEALTH CARE LIMITED**
Registered office: Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat-395002
Name of the member(s): ....
Registered address: ....
E-mail Id: ....
Folio No/ Client Id: ....
DP ID: ....

I/We, being the member (s) of .... shares of the above named company, hereby appoint
Name: .... Address: ....
E-mail Id:................. Signature: .... **or failing him**
Name: .... Address: ....
E-mail Id: .... Signature: ....
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourteenth Annual general meeting of the company, to be held on the Tuesday, September 30th, 2014 At 11.00 a.m at Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat-395002 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY RESOLUTION:
1. To receive, consider and adopt the Audited Financial Statement as at 31st March, 2014.
2. Declaration of dividend on Equity Shares @ 10%.
3. Re-appointment of M/s Pradeep K. Singhi & Associates as Auditor and authorize the directors to fix the auditor's remuneration.
SPECIAL RESOLUTION:
4. Re-appointment of Shri Kamlesh Rajnikant Zota as a Director liable to retire by rotation.
5. Re-appointment of Shri Himanshu Muktilal Zota as a Director liable to retire by rotation.
6. Renewal of Terms of Shri Ketan Kumar Chandulal Zota, Managing Director
7. Renewal of term of Shri Manukant Chandulal Zota, Whole Time Director
8. Appointment of Shri Gaurang Rashmikant as an Independent Director
9. Appointment of Shri Shailesh Kumar Sevantilal Shah as an Independent Director
10. Appointment of Shri Mahesh Mavjibhai Prajapati as an Independent Director
11. Adoption Of new set of Articles Of Association Of The Company
12. Taking of Loans and matters related thereto
13. Appointment of Employee etc.
14. Issue of Bonus Shares
15. Related Party Transaction

Signed this...... day of......... 20....

Signature of shareholder

Affix a
Re. 1
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

POSTAL BALLOT FORM

1. Name(s) of Member(s) :
   (Including joint holders, if any)
2. Registered address of the :
   Sole/first named Member
3. Registered folio No./ :
   DP ID No./Client ID No.*
   (*Applicable to investors holding Shares in dematerialized form)
4. Number of Shares held :
5. I/We herby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We dissent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Re-appointment of Shri Kamlesh Rajnikant Zota as a Director liable to retire by rotation.	Special Resolution			
2	Re-appointment of Shri Himanshu Muktilal Zota as a Director liable to retire by rotation.	Special Resolution			
3	Renewal of Terms of Shri Ketan Kumar Chandulal Zota, Managing Director	Special Resolution			
4	Renewal of term of Shri Manukant Chandulal Zota, Whole Time Director	Special Resolution			
5	Appointment of Shri Gaurang Rashmikant as an Independent Director	Special Resolution			
6	Appointment of Shri Shailesh Kumar Sevantilal Shah as an Independent Director	Special Resolution			
7	Appointment of Shri Mahesh Mavjibhai Prajapati as an Independent Director	Special Resolution			
8	Adoption Of new set of Articles Of Association Of The Company	Special Resolution			
9	Taking of Loans and matters related thereto	Special Resolution			
10	Appointment of Employee etc.	Special Resolution			
11	Issue of Bonus Shares	Special Resolution			
12	Related Party Transaction	Special Resolution			

Place:.........................

Date:.........................

(Signature of Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

a) There will be one Postal Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.

c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Ranjit R Kejriwal, Practicing Company Secretaries, at Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samchar Press, Ring Road, Surat 395002, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.

d) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.30 p.m. on Wednesday, 27th day of September, 2014. Postal Ballot Forms received after this date will be considered invalid.

e) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

f) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company at its Registered Office: Zota House, 2/896, 2nd Floor, Hira-Modi Street, Sagrampura, Surat-395002 or to the e-mail ID zotahealth@yahoo.comDuly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on 27th day of September, 2014.

g) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

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If undelivered please return to:

ZOTA HEALTH CARE LIMITED

Regd. Off. : Zota House, 2/896, 2nd Floor,
Hira-Modi Street, Sagrampura, Surat-395002,
Gujarat, India.