15th ANNUAL REPORT
2014-2015

ZOTA | ATOZ | Ceedee® Life Care (Cardiac-Diabetic Division) | C/P

DermoGem (Skin Care Division) | Magenta

Medi Cost | Psycho Gem®

Vision® Medilink | Dentogem

ZOTA AYURVED | ZOTA HEALTH CARE LTD. | EFFECT BIOTECH INC. | SECURE HEALTHCARE INC.

nutravedic.com | davaindia.com

zota® healthcare ltd.

(WHO-GMP Certified Company)

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
Managing Director and Chief Executive Officer

ZOTA HEALTH CARE LIMITED

15th ANNUAL REPORT

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ketankumar Chandulal Zota	Managing Director & Chairman
Mr. Kamlesh Rajnikant Zota	Whole-time Director
Mr. Himanshu Muktilal Zota	Whole-time Director
Mr. Manukant Chandulal Zota	Whole-time Director
Mr. Gaurang Rashmikant Mehta	Non- Executive Independent Director
Mr. Saileshkumar Sevantilal Shah	Non- Executive Independent Director
Mr. Mahesh Mavjibhai Prajapati	Non- Executive Independent Director

STATUTORY AUDITORS

M/s Pradeep K. Singhi & Associates
Chartered Accountants
A/501, President Plaza,
Near R.T.O., Ring Road,
Nanpura, SURAT
Ph: 0261- 2474714, 2474954

AUDIT COMMITTEE

Shailesh Kumar Sevantilal Shah	Chairman
Gaurang Rashmikant Mehta	Member
Himanshu Zota	Member

BANKER TO THE COMPANY

Axis Bank Limited
State Bank of India

NOMINATION & REMUNERATION COMMITTEE

Gaurang Rashmikant Mehta	Chairman
Mahesh Mavjibhai Prajapati	Member
Shaileshkumar Sevantilal Shah	Member

REGISTERED OFFICE

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

STAKEHOLDERS, SHAREHOLDERS & INVESTORS GRIEVANCE COMMITTEE

Mahesh Mavjibahi Prajapati	Chairman
Himanshu Muktilal Zota	Member
Manukant Chandulal Zota	Member

FIFTEENTH ANNUAL GENERAL MEETING:

Date: 26th September, 2015
Time:11.00 A.M.
Venue: Registered Office
Zota House 2/896, Hira Modi Street,
Sagrampura, Surat-395002

Zota Health Care Limited

CIN:U24231GJ2000PLC038352

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

NOTICE OF A.G.M

Notice is hereby given that an **15th 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 Saturday, 26th September, 2015 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, 2015 :**
   RESOLVED THAT the Balance sheet as on 31/03/2015, 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, 2015.

3. **REAPPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:**
   To appoint a Director in place of Mr. Kamlesh Rajnikant Zota, Whole-time Director (Holding DIN: 00822705), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
   "RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Kamlesh Rajnikant Zota (Holding DIN: 00822705), be and is hereby appointed as Director of the Company, liable to retire by rotation."

4. **RATIFICATION 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, were appointed in the AGM held on 30.09.2014, as the Statutory Auditors of the company for a period of 3 years subject to annual ratification; be and is hereby ratified for the financial year 2015-16 at such remuneration as may be determined by the Board of Directors of company."

PLACE: Surat
DATE: 24/08/2015

For Board of Directors of
Zota Health Care Limited

SD/-
Managing Director
DIN: 00822594

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 Tuesday, the 15th September, 2015 to Friday, the 18th September, 2015** (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 **Saturday, the 19th September, 2015.**

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. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

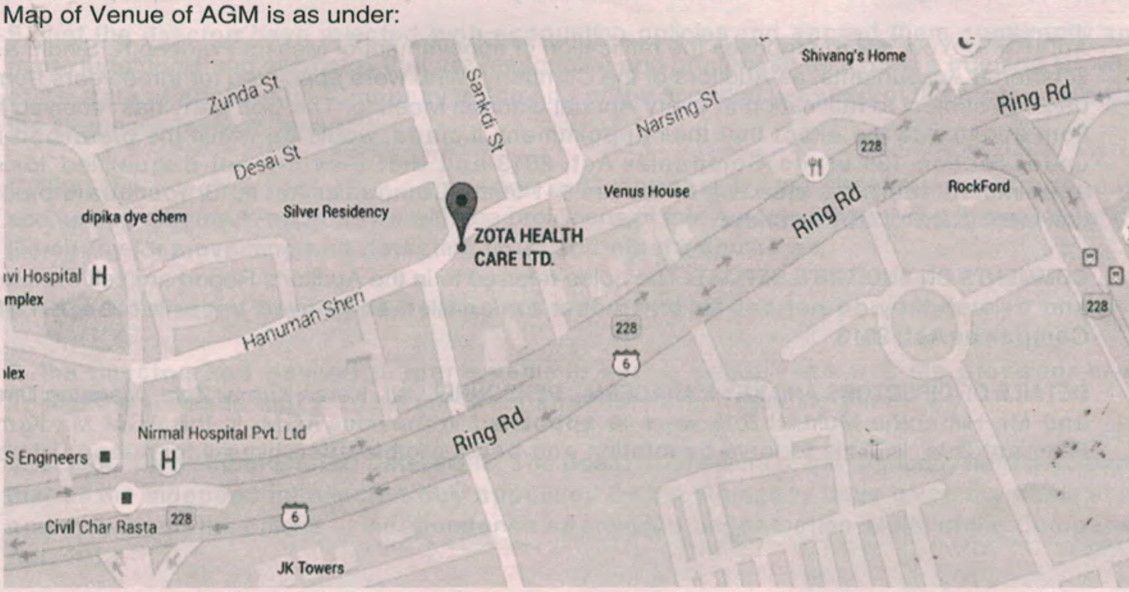
9. The voting period starts on **Wednesday 23rd September, 2015** on open of working hours (i.e 09.30 hours) and ends on the close of working hours (i.e. 17:00 hours), **Friday, 25th September 2015.** The e-voting module shall also be disabled by CDSL for voting thereafter.

10. Members who do not have access to e-voting facility will be given a facility to vote by filling the ballot form attached with the notice.

11. Details of Director to be re-appointed in this meeting as required by secretarial standards are as below:

Name of Director	Mr. Kamlesh Rajnikant Zota
DIN No.	000822705
Date of Birth	17/01/1973
Date of Appointment	12/07/2011
Qualification	Bachelor of Pharmacy
Expertise in specific functional areas	22years of experience in manufacturing of Pharma Formulation.
List of Companies in which directorship is held as on 31st March, 2015	NIL
Chairman / Member of the Committee of other Company	NIL
No. of Board Meeting(s) Attended in Financial Year 2014-15	9
No. of Shares Held	13,79,074

12. The prominent land mark near Registered office of the company is Gujarat Samachar Press and Map of Venue of AGM is as under:



Zota Health Care Limited

CIN:U24231GJ2000PLC038352

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

Email: zotahealth@yahoo.com ph: 0261-2331601 web:www.zotahealthcare.com

REPORT OF BOARD OF DIRECTORS FOR THE YEAR ENDED ON 31ST MARCH 2015 TO THE MEMBERS

Your Directors are pleased to present their Annual Report along with the Audited statement of Accounts for the year ended on 31st March 2015.

1 **STATE OF COMPANY AFFAIRS/ FINANCIAL RESULTS:**

Particulars	For the year ended 31-03-2015	For the year ended 31-03-2014
Revenue from Operations	56,46,33,649	50,11,16,161
Other Income	1,43,937	10,22,917
Profit before Tax and Exceptional Items	6,34,24,117	4,67,30,885
Exceptional Items	-	-
Profit before Taxation	6,34,24,117	4,67,30,885
Income Tax	2,20,75,518	1,57,46,860
Deferred Tax	13,18,950	1,42,211
Profit after Taxation	4,26,67,549	3,11,26,236
Less: Proposed Dividend	1,43,63,352	1,19,69,460
Less: Tax on Dividend	28,72,304	20,34,210
	2,54,31,893	1,71,22,566

2 **TRANSFER TO RESERVE:** The company do not propose to transfer any amount to General Reserves.

3 **MATERIAL CHANGES:** There is no Material changes have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report, which is affecting the financial position of the company.

4 **DIVIDEND:** Your Board proposes a dividend of 10% i.e Re. 1 per equity share of the company out of the profits of the company.

5 **ANNUAL RETURN:** The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed herewith for your kind perusal and information. (Annexure: 1).

6 **AUDITORS:** Your board proposes the ratification of appointment of Messrs Pradeep K. Singhi & Co., Chartered Accountants, as Auditors of the Company. Who were appointed for three years from 30/09/2014 subject to ratification at every Annual General Meeting. The Company has received letter from auditors, to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013. Your board proposes the ratification of appointment.

7 **COMMENTS ON AUDITOR'S REPORT:** The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 134 of the Companies Act, 2013.

8 **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:** Mr. Ketan Kumar Zota, Magaing Director and Mr. Himanshu Muktilal Zota were re appointed in previous AGM. In this AGM Mr. Kamlesh Rajnikant Zota, is liable to retire by rotation and being eligible offers himself for re-appointment.

9 **MEETING OF BOARD OF DIRECTORS:** The following Meetings of the Board of Directors were held during the Financial Year 2014-15:

Sr. No.	Date of Meeting	Board Strength	No. of Director Present
1	26/06/2014	7	7
2	21/08/2014	7	7
3	30/08/2014	7	7
4	30/09/2014	7	7
5	07/10/2014	7	7
6	17/11/2014	7	7
7	21/11/2014	7	7
8	26/12/2014	7	7
9	05/02/2015	7	7

10 **LOANS, GUARANTEES AND INVESTMENTS:** The Company has following Loans, Guarantee given and Investments made under section 186 of the Companies Act, 2013 for the financial year ended 31st March 2015:

Sr. No.	Date of Transaction	Particular/Purpose/Nature of Transaction	Amount of Transaction
1	Earlier Year Transaction	Investment in Equity shares of Prime Co-operative bank	100

11 **RELATED PARTY TRANSCATIONS:** The Company has entered into Related Party Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act. Further all the necessary details of transaction entered with the related parties are attached herewith in form no. AOC-2 for your kind perusal and information. **(Annexure: 2).**

12 **DIRECTORS RESPONSIBILITY STATEMENT:** Pursuant to the provisions contained in Sec. 134 (5) of the Companies Act, 2013, the Directors of your Company hereby confirm.

A. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

B. That 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 and loss of the Company for that period;

C. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;

D. That the directors had prepared the annual accounts on a going concern basis;

E. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13 **DECLARATION BY INDEPENDENT DIRECTORS:** The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

14 **NOMINATION AND REMUNERATION COMMITTEE U/S 178:** The Company's Nomination and Remuneration Committee comprises of three Non-executive Directors. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Gaurang Rashmikant Mehta	Chairman & Member	Non Executive Independent Director
Mahesh Mavjibhai Prajapati	Member	Non Executive Independent Director
ShaileshKumar Sevantilal Shah	Member	Non Executive Independent Director

Terms of Reference

The Terms of Reference of the Nomination and Remuneration Committee are as under:

I To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

II To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

III The Nomination and Remuneration Committee shall, while formulating the policy ensure that:

a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

IV. Regularly review the Human Resource function of the Company

V Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.

VI Make reports to the Board as appropriate.

VII Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.

VIII Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

REMUNERATION POLICY

Remuneration to Executive Directors: The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Remuneration to Non Executive Directors: The Company do not pay any amount to non-executive and independent directors

15 **VIGIL MECHANISM / WHISTLE BLOWER POLICY:** The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or policy.

16 **AUDIT COMMITTEE:** The Company has a formal mechanism for monitoring the accounts, audit and related matters. The committee works as per the terms of reference provided by board meeting dated 26.06.2014. The Company's Nomination and Remuneration Committee comprises of three Non-executive Directors. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
ShaileshKumar Sevantilal Shah	Chairman & Member	Non Executive Independent Director
Gaurang Rashmikant Mehta	Member	Non Executive Independent Director
Himanshu M. Zota	Member	Whole Time Director

17 **ADDITIONAL INFORMATION:**

A. Conservation of Energy: Particulars of energy Conservation in prescribed form 'A' as required U/s. 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014 is not applicable to your Company & have not attached.

B. Technology absorption: The details of the material technology absorption, if any, during the year under review is attached herewith.

C. Foreign Exchange Earning: As per Attachment

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

18 **RISK MANAGEMENT:** Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. An enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

19 **CORPORATE SOCIAL RESPONSIBILITY U/S 135:** As required U/s. 134(3)(O) of the Companies Act, 2013, the company does not fall U/s 135, so its not applicable to your company.

20 **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:** The Company does not have any Subsidary, Joint venture or Associate Company.

21 **PUBLIC DEPOSIT:** The Company has not accepted any fixed deposits from the public within the meaning of the section 73 of Companies Act, 2013.

22 **OTHER DETAILS:**

The company has not issued any equity shares with deferential voting right etc.
Your director's further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

23 **ACKNOWLEDGEMENT:** We would like to thank our Bankers, Auditors, and members for extending their full Co-operation during the year.

For the Board of Director
ZOTA HEALTHCARE LIMITED

Place: SURAT
Date: 24.08.2015

Sd/-
Director
DIN:

Sd/-
Director
DIN:

ANNEXURE I:

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2015
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i)	CIN	U24231GJ2000PLC038352
ii)	Registration Date	12/07/2000
iii)	Name of the Company	Zota Healthcare Limited
iv)	Category / Sub-Category of the Company	
	1. Public Company	(□)
	2. Private company	( )
	3. Government Company	( )
	4. Small Company	( )
	5. One Person Company	( )
	6. Subsidiary of Foreign Company	( )
	7. NBFC	( )
	8. Guarantee Company	( )
	9. Limited by shares	(□)
	10. Unlimited Company	( )
	11. Company having share capital	(□)
	12. Company not having share capital	( )
	13. Company Registered under Section 8	( )
v)	Address of the Registered office and contact details	Zota House 2/896, Hira Modi Street, Sagrampura, Surat - 395002 Telephone : 0261- 2331601 Fax Number : 0261- 2346415 Email : info@zotahealthcare.com
vi)	Whether listed company	No
vii)	Name and Address of Registrar & Transfer Agents (RTA)	
	Name of Registrar & Transfer Agents	
	Address	
	Town / City	
	State	
	Pin Code	
	Telephone	
	Fax Number	
	Email Address	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

SN	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	MANUFACTURE OF CHEMICALS & CHEMICAL PRODUCTS	24	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

[No. of Companies for which information is being filled = 0]

SN	NAME AND ADDRESS OF THE COMPANY	CIN/ GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF		8131440		67.94		9757728		67.94	
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other….									
Sub-total (A) (1):-									
(2) Foreign									
a) NRIs - Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other….									
Sub-total (A) (2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)		8131440		67.94		9757728		67.94	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian		18000		0.15		21600		0.15	
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		985725		8.24		1149858		8.01	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh "		2834295		23.67		3434166		23.91	
c) Others (specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+(B)(2)		3838020		32.06		4605624		32.07	
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		11969460		100		14363352		100	

B. Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	KETANKUMAR CHANDULAL ZOTA	1763312	14.73%	0	2115974	14.73%	0	0
2	KAMLESH RAJNIKANT ZOTA	1149228	9.60%	0	1379074	9.60%	0	0
3	HIMANSHU MUKTILAL ZOTA	1876500	15.68%	0	2251800	15.68%	0	0
4	MANUKANT CHANDULAL ZOTA	2412244	20.15%	0	2894693	20.15%	0	0
5	KETANKUMAR CHANDULAL ZOTA (HUF)	799200	6.68%	0	959040	6.68%	0	0
6	HIMANSHU MUKTILAL ZOTA (HUF)	7880	0.07%	0	9456	0.07%	0	0
7	MANUKANT CHANDULAL ZOTA (HUF)	123076	1.03%	0	147691	1.03%	0	0

C. Change in Promoters' Shareholding

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Ketankumar Chandulal Zota		1763312	14.73%	2115974	14.73%
2	Kamlesh Rajnikant Zota		1149228	9.60%	1379074	9.60%
3	Himanshu Muktilal Zota		1876500	15.68%	2251800	15.68%
4	Manukant Chandulal Zota		2412244	20.15%	2894693	20.15%
5	Ketankumar Chandulal Zota (Huf)		799200	6.68%	959040	6.68%
6	Himanshu Muktilal Zota (Huf)		7880	0.07%	9456	0.07%
7	Manukant Chandulal Zota (Huf)		123076	1.03%	147691	1.03%

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Manisha K.Zota		983016	8.21	1179619	8.21
2	Anila K.Zota		848750	7.09	1018500	7.09
3	Varsha H.Zota		682519	5.70	819023	5.70
4	Jamnadas Purushottam Chandak		98250	0.82	105900	0.74
5	Vipul M. Shah		29860	0.25	37032	0.26
6	Manthan Chinubhai Shah		27000	0.23	32400	0.23
7	Naitik Chinubhai Shah		27000	0.23	32400	0.23
8	Sangita V. Shah		22800	0.19	27660	0.19
9	Heli Ritesh Shah		18000	0.15	21600	0.15
9	Chintamani Trading Pvt Ltd.		18000	0.15	21600	0.15
9	Vinodchandra Dhirajlal Mehta		18000	0.15	21600	0.15
10	Vipul M. Shah [Huf]		15700	0.13	18840	0.13

E. Shareholding of Directors and Key Managerial Personnel

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Ketankumar Chandulal Zota	MD	1763312	14.73%	2115974	15
2	Kamlesh Rajnikant Zota	WTD	1149228	9.60%	1379074	10
3	Himanshu Muktilal Zota	WTD	1876500	15.68%	2251800	16
4	Manukant Chandulal Zota	WTD	2412244	20.15%	2894693	20
5	Gaurang Rashmikant Mehta	ID	2340	0.02	2808	0.02
6	Saileshkumar Sevantilal Shah	ID	2340	0.02	2808	0.02
7	Mahesh Mavjibhai Prajapati	ID	0	0	0	0
8	Viral Mandviwala	CFO	1080	0.01	1296	0.01

V. INDEBTEDNESS :

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	18420061	26909473		45329534
ii) Interest due but not paid				
iii) Interest accrued but not due		2904098		2904098
Total (i+ii+iii)	18420061	29813571		48233632
Change in Indebtedness during the financial year				
Addition	14043968	12638000		26681968
Reduction		25510223		25510223
Net Change	14043968	-12872223		1171745
Indebtedness at the end of the financial year				
i) Principal Amount	32435448	16941348		49376796
ii) Interest due but not paid				
iii) Interest accrued but not due	28581	3057727		3086308
Total (i+ii+iii)	32464029	19999075		52463104

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SN	Name of MD/WTD/Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others			
	KETANKUMAR CHANDULAL ZOTA	9 LAKHS P.A						0.1% OF Domestic Turnover = 535000	535000	1435000	4200000
	KAMLESH RAJNIKANT ZOTA	9 LAKHS P.A						0.1% OF Domestic Turnover = 535000	535000	1435000	4200000
	HIMANSHU MUKTILAL ZOTA	9 LAKHS P.A						0.1% OF Domestic Turnover = 535000	535000	1435000	4200000
	MANUKANT CHANDULAL ZOTA	9 LAKHS P.A						0.1% OF Domestic Turnover = 535000	535000	1435000	4200000

B. Remuneration to other directors

SN	Name of Directors	Independent Directors			Total (1)	Other Non-Executive Directors			Total (2)	Total (1+2)	Total Managerial Remuneration	Overall Ceiling as per the Act
		Fee for attending board / committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others				
	GAURANG RASHMIKANT MEHTA											
	SAILESHKUMAR SEVANTILAL SHAH		----	NIL	-----							
	MAHESH MAVJIBHAI PRAJAPATI											

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others		
	VIRAL MANDVIWALA	389374 P.A								

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS	**IN DEFAULT**				
Penalty					
Punishment					
Compounding					

ANNEXURE II:

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1 Details of contracts or arrangements or transactions not at arm's length basis

SN	Name(s) of the related party and nature of relationship	Nature of contracts /arrangements/transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
	-	-	-	-	-	-	-	-

2 Details of material contracts or arrangement or transactions at arm's length basis

SN	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Jatin A. Zota	Salary	N.A	Rs. 45000/- per month	26.06.2014	
2	Ashokkumar C. Zota	Salary	N.A	Rs. 45000/- per month	26.06.2014	
3	Niral M.Zota	Salary	N.A	Rs. 40000/- per month	26.06.2014	
4	Viren M. Zota	Salary	N.A	Rs. 45000/- per month	26.06.2014	

5	Himanshu M. Zota	Commission	N.A	Rs. 535000/- p.a 0.1% of domestic Turnover	26.06.2014	
6	Kamlesh R. Zota	Commission	N.A	Rs. 535000/- p.a 0.1% of domestic Turnover	26.06.2014	
7	Ketan C. Zota	Commission	N.A	Rs. 535000/- p.a 0.1% of domestic Turnover	26.06.2014	
8	Manukant C. Zota	Commission	N.A	Rs. 535000/- p.a 0.1% of domestic Turnover	26.06.2014	
9	Jatin A. Zota	Commission	N.A	Rs. 535000/- p.a 0.1% of domestic Turnover	26.06.2014	
10	Niral M.Zota	Commission	N.A	Rs. 535000/- p.a 0.1% of domestic Turnover	26.06.2014	
11	Viren M. Zota	Commission	N.A	Rs. 535000/- p.a 0.1% of domestic Turnover	26.06.2014	
12	Himanshu M. Zota	Remuneration	N.A	Rs. 75000/- per month	26.06.2014	
13	Kamlesh R. Zota	Remuneration	N.A	Rs. 75000/- per month	26.06.2014	
14	Ketan C. Zota	Remuneration	N.A	Rs. 75000/- per month	26.06.2014	
15	Manukant C. Zota	Remuneration	N.A	Rs. 75000/- per month	26.06.2014	

ANNEXURE III:

(See Rule 8 of Companies(Accounts) Rules, 2014)

A Conservation of Energy **NIL**

(i) the steps taken or impact on conservation of energy

(ii) the steps taken by the company for utilising alternate sources of energy

(iii) the capital investment on energy conservation equipment

B Technology absorption **NIL**

(i) the efforts made towards technology absorption

(ii) the benefits derived like product improvement, cost reduction, product development or import substituion

(iii) in case of imported technology (imported during last three years reckoned from the beginning of the financial year)

a The details of technology imported

b the year of import

c whether the technology been fully absorbed

d if not fully absorbed areas where absorption has not taken place& reasons thereof

(iv) the expenditure incurred on research & development.

C Foreign Exchange

Details of Earning in Foreign Exchange

Export of goods calculated on FOB basis		
Export by SEZ Unit	815870.01	6867589.53
Interest and dividend		
Royalty		
Know- how		
Professional & consultation fees		
Other income		
Total Earning in Foreign Exchange	815870.01	6867589.53

Details of Expenditure in Foreign Exchange

Import of goods calculated on CIF basis		
Import from SEZ unit (Outside India)		3197545.2
(i)raw material		
(ii)component and spare parts		
(iii)capital goods		
Expenditure on account of		
(i) Royalty		
(ii) Know- HOW		
Professional & consultation fees		
Interest		
Other matters		
Dividend paid		
Total Expenditure in foreign exchange	0	3197545.2

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

The Members,

ZOTA HEALTH CARE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **ZOTA HEALTH CARE LIMITED** ("the company"), which comprise the Balance Sheet as at **31 March 2015**, the Statement of Profit and Loss, the 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:

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and Matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Auditor's Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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;

(a) in the case of the Balance Sheet, of the state of affairs of the Company for the year ended on 31st March, 2015;

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

(c) in the case of the Cash Flow Statement, of the cash flows for the period from year ended on that date

Report on Other Legal and Regulatory Requirements:

1 As required by the Companies (Auditor's Report) Order, 2004 issued by the Company Law Board in terms of Section 143(11) of the Companies Act, 2013, We enclose in the "Annexure A" a statement on the matters specified there in.

2 As required by section 143(3) of the Act, we report that :

- We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.;
- In our opinion proper books of accounts as required by Law have been kept by the company, so far as it appears from our examination of the books;
- The Balance Sheet, Profit & Loss Account and cash flow referred to in the report are in agreement with the books of accounts;
- In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- There is nothing to disclose which is having adverse effect on the functioning of the company.
- According to the information and explanations given to us and on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
- With respect to the other matters included in the Auditor's Report and to best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations which would impact its financial position

(ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses

(iii) There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company

Pradeep K. Singhi & Associates
Chartered Accountants

SD/-
CA. Pradeep Kumar Singhi
Partner
M. No. 200/24612
Firm No. 126027W

Place : Surat
Date : 24/08/2015

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, I report that :

ANNEXURE "A" TO THE AUDITORS REPORT

S. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes company is maintaining proper records. Of Fixed assets
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management;	Yes
	(b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported;	Yes procedures of physical verification of inventory followed by the management is reasonable and adequate.
	(c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	Yes Company is maintaining proper records of Inventory and no material discrepancy was noticed.
(iii)	(iii) whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,	No. During the year under audit no such loans were given.

	(a) whether receipt of the principal amount and interest are also regular; and	N.A.
	(b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;	N.A.
(iv)	is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system.	Yes internal control system is adequate. No. major weakness has been noticed in the internal control system.
(v)	in case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	No. Company has not accepted any deposits. Directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under have been complied.
(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;	Yes maintained.
(vii)	(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	Yes.

	(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).	No. such dispute is present.
	(c) whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.	N.A
(viii)	whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;	N.A. as company has no accumulated losses.
(ix)	whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;	No.
(x)	whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;	No.
(xi)	whether term loans were applied for the purpose for which the loans were obtained;	Yes
(xii)	whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	No.

For PRADEEP K. SINGHI & ASSOCIATES
Chartered Accountants

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

Place : Surat
Date : 24/08/2015

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Balance Sheet as at 31st March, 2015

	Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
I.	**EQUITY AND LIABILITIES**			
(1)	**Shareholder's Funds**			
	(a) Share Capital	C-3	14,36,33,520.00	11,96,94,600.00
	(b) Reserves and Surplus	C-4	3,95,66,180.94	3,84,17,536.71
	(c) Money received against Share Warrants		-	
(2)	**Share Application Money pending allotment**			-
(3)	**Non-Current Liabilities**			
	(a) Long-Term Borrowings	C-5	2,22,15,075.00	3,79,80,485.00
	(b) Deferred Tax Liabilities (Net)		24,10,339.00	38,94,662.00
	(c) Other Long Term Liabilities		-	-
	(d) Long-Term Provisions		-	-
(4)	**Current Liabilities**			
	(a) Short-Term Borrowings	C-6	3,02,48,029.12	1,02,53,146.65
	(b) Trade Payables		11,71,24,696.47	10,21,18,835.64
	(c) Other Current Liabilities	C-7	53,45,409.74	36,00,335.00
	(d) Short-Term Provisions	C-8	4,32,93,596.22	3,24,54,158.71
	TOTAL		40,38,36,846.49	34,84,13,759.71
II.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Fixed Assets			
	(i) Tangible Assets	M-9 & S-7	7,08,80,150.70	7,54,16,877.80
	(ii) Intangible Assets	M-10	1,14,62,693.52	1,53,26,354.55
	(iii) Capital work-in-progress			
	(iv) Intangible assets under development			-
	(b) Non-Current Investments	C-9	8,22,296.00	7,60,310.00
	(c) Deferred Tax Assets (Net)			
	(d) Long-Term Loans and Advances	C-10	10,75,269.00	11,30,844.73
	(e) Other Non-Current Assets			-
(2)	**Current Assets**			
	(a) Current Investments		-	-
	(b) Inventories	C-11	17,62,26,407.68	12,52,78,023.76
	(c) Trade Receivables	C-12	11,69,04,558.27	10,67,90,227.65
	(d) Cash and Cash Equivalents	C-13	16,37,673.32	14,29,416.00
	(e) Short-Term Loans and Advances	C-14	1,97,38,199.90	1,62,58,288.00
	(f) Other Current Assets	C-15	50,89,598.10	60,23,417.22
	TOTAL		40,38,36,846.49	34,84,13,759.71

See accompanying notes to the financial statements

For and on behalf of the Board

SD/- SD/-

(Director)
Himanshu M. Zota
(Din : 01097722)
34,Ichhanath Umra,
Surat.,

(Director)
Ketankumar C. Zota
(Din : 00822594)
8D,Lal Bunglow, Athwalines,
Surat.,

Date :- 24-08-2015
Palace :- Surat

Pradeep K. Singhi & Associates
Chartered Accountants

SD/-

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

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Profit & Loss Statement for the year ended 31st March, 2015

	Particulars	Note No.	Year Ended 31st March, 2015	Year Ended 31st March, 2014
I.	Revenue from Operations	C-16	56,46,33,649.21	50,11,16,160.99
II.	Other Incomes	C-17	1,43,936.88	10,22,916.71
V.	**Total Revenue**		56,47,77,586.09	50,21,39,077.70
VI.	**Expenses:**			
	Cost of Materials Consumed:	C-18	2,59,54,852.80	3,57,95,289.56
	Purchases of Stock-in-Trade		39,55,68,236.76	31,73,22,697.05
	Changes in Inventories of Stock-in-Trade Work-in-Progress and Stock-in-Trade	C-19	(5,34,89,094.92)	(1,10,98,079.26)
	Employee Benefit Expenses	C-20	4,29,25,032.00	3,51,10,653.00
	Finance Costs	C-21	66,48,053.02	71,36,715.94
	Depreciation and Amortization Expense	M-9 & M-10 & S-7	1,50,60,299.00	1,20,69,449.00
	Other Expenses	C-22	6,86,86,090.20	5,90,71,467.45
VII.	**Total Expenses**		50,13,53,468.86	45,54,08,192.74
VIII.	Profit before Exceptional and Extraordinary Items and Tax (V - VII)		6,34,24,117.23	4,67,30,884.96
IX.	Exceptional Items		-	-
X.	Profit before Extraordinary Items and Tax (VIII - IX)		6,34,24,117.23	4,67,30,884.96
XI.	Extra Ordinary Items		-	-
XII.	Profit before Tax (X - XI)		6,34,24,117.23	4,67,30,884.96
XIII.	Tax Expense:			
	(1) Current tax		2,19,33,692.00	1,53,69,631.00
	(1.1) I.T. & DD Tax Provision Created Short/ excess		1,41,826.00	3,77,229.00
	(2) Provision for Deferred Tax		13,18,950.00	(1,42,211.00)
XIV.	Profit/ (Loss) for the period from Continuing Operations (XII - XIII)		4,26,67,549.23	3,11,26,235.96
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)		4,26,67,549.23	3,11,26,235.96
	Earnings Per Equity Share (1) Basic (2) Diluted		2.97	2.60

See accompanying notes to the financial statements

For and on behalf of the Board

SD/- SD/-

(Director)
Himanshu M. Zota
(Din : 01097722)
34,Ichhanath Umra,
Surat.,

(Director)
Ketankumar C. Zota
(Din : 00822594)
8D,Lal Bunglow, Athwalines,
Surat.,

Date :- 24-08-2015
Palace :- Surat

Pradeep K. Singhi & Associates
Chartered Accountants

SD/-

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

ZOTA HEALTH CARE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

	PARTICULARS		31/Mar/15	31/Mar/14
A	**CASH FLOW FROM OPERATING ACTIVITIES**		**(In Rs.)**	**(In Rs.)**
	Net Profit before tax & extraordinary items		6,34,24,117	4,67,30,885
	Add: Adjustment for			
	Depreciation		1,50,60,299	1,20,69,449
	Interest on Unsecured loan		32,07,107	30,42,081
	Interest on Term loan		30,81,087	36,23,060
			8,47,72,610	**6,54,65,475**
	Less: Adjustment for			
	Interest on Fixed Deposits		(68,874)	(66,876)
	Interest on GEB Deposits		(75,063)	(70,893)
	Profit on sale of fixed assets			(11,447)
			(1,43,937)	**(1,49,216)**
	Operating Profit before working capital changes		**8,46,28,673**	**6,53,16,259**
	Add / (Less):			
	Increase / (Decrease) in Trade Payables		1,50,05,861	2,62,40,491
	Increase / (Decrease) in Short Term Provision		1,08,39,438	33,24,856
	Increase / (Decrease) in Short Term Borrowings		1,99,94,882	(26,44,218)
	Increase / (Decrease) in Current Liabilities		17,45,075	7,35,738
	(Increase) / Decrease in Trade Receivables		(1,01,14,331)	(2,27,55,205)
	(Increase) / Decrease in Loans & Advances		(34,79,912)	(50,77,813)
	(Increase) / Decrease in Inventories		(5,09,48,384)	(1,55,16,046)
	(Increase) / Decrease in Other Current Assets		9,33,819	10,12,955
	Changes in Working Capital		**(1,60,23,552)**	**(1,46,79,242)**
	Cash generated from operation		**6,86,05,122**	**5,06,37,017**
	Less: Taxes paid		(2,20,75,518)	(1,57,46,860)
	Net Cash from Operating Activities	**(A)**	**4,65,29,604**	**3,48,90,157**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		-	
	Add: Adjustment for			
	Sale of Fixed Assets			1,20,000
	Decrease in Long Term Loans & Advances		55,576	(45,807)
	Interest on Fixed Deposits		68,874	66,876
	Interest on GEB Deposits		75,063	70,893
			1,99,513	**2,11,962**
	Less: Adjustment for			
	Addition in Fixed Assets		(71,69,613)	(1,10,86,706)
	Non current Investments Investments		(61,986)	(60,188)
	Net Cash used in Investing Activities	**(B)**	**(70,32,086)**	**(1,09,34,932)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		-	
	Add: Adjustment for			
	(Decrease)/ Increase in Unsecured Loan		(98,14,496)	75,69,816
	(Decrease)/ Increase in Equity Share Capital		2,39,38,920	-
	(Decrease)/ Increase in term loan		(59,50,914)	(1,07,88,007)
			81,73,510	**(32,18,191)**

Less: Adjustment for			
Interest on Unsecured Loan		(32,07,107)	(30,42,081)
Interest on Term Loan		(30,81,087)	(36,23,060)
Propsed Divident		(1,43,63,352)	(1,19,69,460)
Tax on Dividend		(28,72,304)	(19,41,446)
Bonus share issued		(2,26,92,520)	-
Bonus shares issued out of Securities premium		(12,46,400)	-
		(4,74,62,770)	**(2,05,76,047)**
Net Cash from Financing Activities	**(C)**	**(3,92,89,260)**	**(2,37,94,238)**
Net Increase in Cash & Cash Equivalents	**(A+B+C)**	2,08,257	1,60,987
Add: Cash & Cash Equivalents at beginning of period		14,29,416	12,68,429
Cash & Cash Equivalents at end of period		**16,37,673**	**14,29,416**

AUDITORS REPORT

We have examined the above cash flow statement of the ZOTA HEALTH CARE LIMITED for the year ended 31st March, 2015. The statement has been prepared by the company in agreement with the Profit and Loss Account and Balance Sheet of the company covered by our report of even dated to members of the company.

In terms of our attached report of even date

For and on behalf of the Board

Pradeep K. Singhi & Associates
Chartered Accountants

Sd/-	Sd/-	Sd/-
(Director)	(Director)	CA. Pradeep Kumar Singhi
Himanshu M. Zota	Ketankumar C. Zota	Partner
(Din : 01097722)	(Din : 00822594)	M. No. 200/24612
34,Ichhanath Umra,	8D,Lal Bunglow, Athwalines,	Firm No. 126027W
Surat.,	Surat.,	

Date :- 24-08-2015

Palace :- Surat

ZOTA HEALTH CARE LIMITED

ASST.YEAR 2015-2016 **ACCTT.YEAR 2014-2015**

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 is provided on WDV-Line Value Method in the manners prescribed in Schedule II of Companies Act 2013 (In previous years as per Schedules XIV to the Companies Act, 1956), on the basis of shifts / manners of utilization of the assets. Depreciation on additions/ disposals during the year has been provided on pro-rata basis with reference to the nos. of days utilized.
- The useful life of assets have been changed in Companies Act 2013 and accordingly depreciation rates are taken as per life of assets provided in Part C of Schedule II of Companies Act 2013. For the opening balances of fixed assets as on 1st April 2014, the rates for depreciation have been applied as mentioned in Note 7 of Part C of Schedule II of the Comapnies Act 2013. Accordingly the opening balances of Fixed Assets as on 1st April 2014 have been written off in the reamining life of respective assets as per New Companies Act.

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.

ZOTA HEALTH CARE LIMITED

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, 2015. 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		**Pradeep K. Singhi & Associates** **Chartered Accountants**
SD/- **(Director)**	SD/- **(Director)**	SD/-
Himanshu M. Zota	**Ketankumar C. Zota**	**CA. Pradeep Kumar Singhi**
(Din : 01097722)	**(Din : 00822594)**	**Partner**
34,Ichhanath Umra,	**8D,Lal Bunglow, Athwalines,**	**M. No. 200/24612**
Surat.,	**Surat.,**	**Firm No. 126027W**

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
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		
14363352 Equity Shares of Rs. 10/- each (Pre. Yr. 11969460 Equity Shares of Rs. 10/- each)	14,36,33,520.00	11,96,94,600.00
	14,36,33,520.00	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, 2015	31st March, 2014
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, 2015	31st March, 2014
Number of shares at the beginning	1,19,69,460.00	1,19,69,460.00
Add : Addition during the year [Bonus]	23,93,892.00	-
Number of shares at the end	1,43,63,352.00	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, 2015		31st March, 2014	
	No. of Share	%	No. of Share	%
Anila K.Zota	1018500	07.09	848750	07.09
Himanshu M. Zota	2251800	15.68	1876500	15.68
Kamlesh R.Zota	1379074	09.60	1149228	09.60
Ketan C.Zota	2115974	14.74	1763312	14.74
Ketan C.Zota(Huf)	,959040	06.68	799200	06.68
Manisha K.Zota	1179619	08.21	983016	08.21
Manukant C. Zota	2894693	20.15	2412244	20.15
Varsha H.Zota	819023	05.70	682519	05.70

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
F.Y. 2014-2015	2393892

	₹	₹
NOTE # C-4		
Reserves and Surplus :		
(a) Securities Premium Reserve		
As per last Balance Sheet	12,46,400.00	12,46,400.00
Less : Bonus Share Issued	12,46,400.00	-
	-	12,46,400.00

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
NOTE # C-4		
Reserves and Surplus :		
(b) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	3,71,71,136.71	1,99,55,806.75
Net Profit Addition during the year	4,26,67,549.23	3,11,26,235.96
Less: Proposed Dividend	1,43,63,352.00	1,19,69,460.00
Less: Tax on Dividend	28,72,304.00	19,41,446.00
Less : Bonus Share Issued	2,26,92,520.00	-
Add : Deferred Tax Assets/Liabilities	1,65,373.00	
Less : Opening Retain Earning (F.A)	5,09,702.00	
	3,95,66,180.94	3,71,71,136.71
	3,95,66,180.94	3,84,17,536.71
NOTE # C-5		
Long-Term Borrowings		
Term Loans		
- From Axis Bank Term Loan (H.O)	22,44,581.00	66,63,227.00
(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	28,581.00	75,227.00
	22,16,000.00	65,88,000.00
- From Axis Bank Term Loan (SEZ)	-	15,96,683.00
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
	-	15,78,914.00
Loans and advances from Related Parties	1,99,99,075.00	2,98,13,571.00
	2,22,15,075.00	3,79,80,485.00
NOTE # C-6		
Short-Term Borrowings		
Other Loans and Advances		
- Cash Credit Facilities (Axis Bank)	3,02,48,029.12	1,02,53,146.65
(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)		
	3,02,48,029.12	1,02,53,146.65
NOTE # C-7		
Other Current Liabilities		
Interest Accrued and Due on Borrowings	28,581.00	92,996.00
Provision for Central Sales Tax	7,23,327.00	7,42,002.00
Provision for TDS payable	7,82,342.00	7,39,984.00
Other Payables		
Advance from Customers	38,11,159.74	20,25,353.00
	53,45,409.74	36,00,335.00

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Balance Sheet

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
NOTE # C-8		
Short-Term Provisions		
Provision for Employee Benefits		
Empoyees Professional Tax	92,050.00	37,160.00
ESI Payable	60,011.00	66,898.00
Provident Fund Payable	2,17,460.00	1,54,319.00
Remuneration Payable	1,94,200.00	2,78,200.00
Salary Expense Payable	33,30,523.00	24,38,248.00
Others		
Expenses payable	2,30,004.22	1,98,796.71
Provision for Income Tax	2,19,33,692.00	1,53,69,631.00
Provision for Proposed Dividend	1,43,63,352.00	1,19,69,460.00
Provision for Dividend Distribution Tax	28,72,304.00	19,41,446.00
	4,32,93,596.22	3,24,54,158.71
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	8,22,196.00	7,60,210.00
	8,22,296.00	7,60,310.00
NOTE # C-10		
Long-Term Loans and Advances		
Security Deposits		
Dakshin Gujarat Vij Co Ltd	10,58,269.00	10,93,306.73
Gas Indian Oil(Mitali Gas)	3,000.00	3,000.00
GEB Deposit	-	20,538.00
GS1 India	2,000.00	2,000.00
NSDL Database Management System	12,000.00	12,000.00
	10,75,269.00	11,30,844.73
NOTE # C-11		
Inventories		
Raw Materials	61,09,673.00	85,29,610.00
Work-in-Progress	9,22,501.00	10,43,275.00
Finished Goods	90,36,445.00	39,36,650.00
Stock-in-Trade (in respect of goods acquired for trading)	15,76,22,523.02	11,03,18,176.58
Others		
Promotional Material	19,38,806.41	11,91,539.28
Printing & Stationery Materials	2,99,246.25	1,64,210.90
Packing Materials	2,97,213.00	94,562.00
	17,62,26,407.68	12,52,78,023.76
Mode of Valuation.		
Raw Materials : Valued at Cost.		

ZOTA HEALTH CARE LIMITED
CONSOLIDATED
Annexures to the Balance Sheet

PARTICULARS		As at 31st March, 2014 ₹
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	1,81,48,350.07	1,13,69,745.09
- Others	9,87,56,208.20	9,54,20,482.56
	11,69,04,558.27	10,67,90,227.65
NOTE # C-13		
Cash and Cash Equivalents		
Balance with Banks		
Axis Bank Ltd	8,51,862.00	10,33,764.00
State Bank Of India	4,71,792.51	2,95,938.59
Axis Bank Ltd-SEZ	2,52,575.81	29,317.41
Cash on Hand	42,615.00	51,290.00
Cash on Hand-SEZ	18,828.00	19,106.00
	16,37,673.32	14,29,416.00
NOTE # C-14		
Short-Term Loans and Advances		
Others		
Advance to Creditors/ Suppliers	15,235.90	78,449.00
Advance Income Tax	1,95,00,000.00	1,60,00,000.00
Advance to Employee	2,08,570.00	1,46,062.00
S.K. Enterprises	-	20,000.00
TDS Receiveable	14,394.00	13,777.00
	1,97,38,199.90	1,62,58,288.00
NOTE # C-15		
Other Current Assets		
Prepaid Insurance Premium	1,14,363.00	92,977.00
Income Tax Refund (F.Y.-13-14)	5,95,084.00	-
Income Tax Refund (F.Y.-12-13)	32,98,875.19	32,98,875.19
Income Tax Refund (A.Y.-11-12)	2,36,395.00	2,36,395.00
Insurance Claim Receiveable		3,06,610.00
Interest Subsidy (District Industrial Centre)	1,22,249.00	7,34,834.00
Prepaid Office Equipment	10,113.00	-
Dakshin Gujarat Vij Co Ltd Interest Receivable	67,556.88	63,804.00
Miscellaneous Expenditure		
Opening Balance of Pre-Op.Expenses	12,89,922.03	19,34,882.03
Less : Written of 1/5 Transfer to Profit & Loss A/c	6,44,960.00	6,44,960.00
	6,44,962.03	12,89,922.03
	50,89,598.10	60,23,417.22

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

PARTICULARS	Year Ended 31st March, 2015 ₹	Year Ended 31st March, 2014 ₹
NOTE # C-16		
Revenue From Operations		
Sale of Products	56,46,33,649.21	50,03,61,793.98
Other Operating Revenues		
Vatav kasar	-	7,54,367.01
	56,46,33,649.21	50,11,16,160.99
NOTE # C-17		
Other Incomes		
Interest Income		
From customer	-	18,363.59
Income Tax Refund -Interest	-	5,800.00
Bank FD Interest	68,874.00	66,876.00
Interest Income For.GEB Deposite	75,062.88	70,893.00
Other Non-Operating Income		
Profit on Sale of Fixed Assets	-	11,447.00
Foreign Exchange Profit/Loss	-	3,29,137.12
Product Development Charges	-	5,20,400.00
	1,43,936.88	10,22,916.71
NOTE # C-18		
Cost of Materials Consumed:		
Raw Materials		
Opening Stock	95,72,885.00	51,54,918.00
Add: Purchase Less Return	2,34,14,141.80	4,02,13,256.56
	3,29,87,026.80	4,53,68,174.56
Less: Closing Stock	70,32,174.00	95,72,885.00
	2,59,54,852.80	3,57,95,289.56
NOTE # C-19		
Changes in Inventories of Stock-in-Trade		
Opening Stock	11,57,05,138.76	10,46,07,059.50
Less: Closing Stock	16,91,94,233.68	11,57,05,138.76
	(5,34,89,094.92)	(1,10,98,079.26)
NOTE # C-20		
Employee Benefit Expenses		
Salaries and Wages and Bouns	1,83,12,016.00	1,51,80,950.00
Director's Remuneration	36,00,000.00	36,00,000.00
Contribution to PF and Other Funds		
EPF-Employer Contribution	11,06,004.00	8,83,985.00
ESI-Employer Contribution	5,46,628.00	5,67,716.00
Staff Welfare Expenses		
Travelling & Misce. Conveyance Expenses	72,06,227.00	54,85,245.00
Travelling & Vehical Conveyance Expenses	28,77,354.00	19,10,953.00
Education Allowance	9,17,247.00	6,03,060.00
HRA Allowance	68,48,015.00	51,89,211.00
Kit Allowance	5,60,596.00	4,38,998.00
Staff Welfare Expenses	1,29,291.00	24,644.00

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

PARTICULARS	Year Ended 31st March, 2015 ₹	Year Ended 31st March, 2014 ₹
Staff Welfare Expenses		
Special Allowance	16,122.00	-
Uniform Allowance	2,28,771.00	1,73,723.00
Washing Allowance	1,47,801.00	4,20,209.00
Production Incentive	98,672.00	2,71,336.00
Leave Encashment Allowance	3,30,288.00	3,60,623.00
	4,29,25,032.00	3,51,10,653.00
NOTE # C-21		
Finance Costs		
Bank Charges	3,58,457.02	4,60,087.94
Bank Interest	30,81,087.00	36,23,060.00
Interest On TDS	1,276.00	5,029.00
Interest On Unsecured Loans	32,07,107.00	30,42,081.00
Other Interest (CST Interest)	126.00	6,458.00
	66,48,053.02	71,36,715.94
NOTE # C-22		
Other Expenses		
Direct Expenses		
Freight On Purchases	1,91,958.26	2,63,380.59
Lab Testing Expenses	3,24,978.00	2,59,818.00
Packing Materials Expenses	26,37,347.80	17,49,837.00
Purchase Tax	43,52,239.67	37,23,506.38
Transporation Expense	1,24,84,288.00	93,09,993.00
Vat Expenses	8,66,064.00	11,50,684.00
Power and Fuel Expenses	16,16,821.73	17,65,682.04
Factory Maintenance Expenses	8,38,763.00	7,02,556.00
Water Charges	71,982.00	78,617.00
Diesel Expense for Boiler	6,16,740.00	4,66,423.00
	2,40,01,182.46	1,94,70,497.01
Administrartive and General Expenses		
Audit and Consultancy Fees	3,28,000.00	2,12,360.00
Clearing and Forwarding Charges	1,04,274.00	1,81,437.00
Commission Expense	-	42,500.00
Computer Repairs and Maintenance Expenses	2,21,108.00	2,59,086.00
Conference Expense	-	21,10,193.00
Professional Fess /Consultancy Charges	28,75,935.00	20,03,630.00
Cylinder Charges	30,674.00	8,230.00
Diesel Expenses	1,30,900.00	1,66,310.00
Entry Tax	1,81,980.00	1,43,051.00
Electricity Light Bill Expenses	5,63,370.00	4,27,833.00
Foreign Exchange Rate Profit/Loss	72,171.71	-
Insurance Premium	5,27,808.00	3,45,915.00
Legal Expense	65,765.00	1,28,294.00
Lodging and Boarding Expense	2,72,319.00	2,82,028.00
Damaged / Loss in Transit Goods	99,834.00	25,610.00
Export Promotion Council - Membership Fees	-	5,618.00

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

PARTICULARS	Year Ended 31st March, 2015 ₹	Year Ended 31st March, 2014 ₹
Administrartive and General Expenses		
Municipal Tax	4,12,826.00	5,31,304.75
Office Equipment Maintenance	1,17,570.00	86,335.00
Office Miscellaneous Expense	9,38,690.00	8,49,124.00
PF Fund Administration Charges	1,44,614.00	1,17,949.00
Post And Courier Charges	27,56,336.00	26,49,163.00
Prelimanary Expenses	6,44,960.00	6,44,960.00
Printing and Stationery Expense	22,72,526.00	14,47,338.00
Product Approval Charges	1,10,917.27	25,900.00
Professional Tax	2,640.00	2,830.00
Service Charges	3,06,646.00	4,06,406.00
Shop Maintenance Expense	88,918.00	55,800.00
Telephone and Mobile Bill Expense	3,36,948.78	3,19,681.07
Trademark Expense	1,99,911.00	66,869.00
Travelling Expense	12,56,552.42	9,86,952.86
Vehicle Maintenance Expense	14,410.00	31,606.00
Website Renewal Charges	2,91,119.93	24,727.70
Vatav Kasar & Rate Difference Expneses	4,10,081.34	
	1,57,79,805.45	1,45,89,041.38
Selling and Distribution Expenses		
Advertisement Expense	21,59,274.00	32,49,219.00
Cash and Trade Discount	44,47,618.50	36,54,717.55
Commission on Sales	96,03,211.00	79,43,027.00
Freight on Sales	36,37,251.37	40,19,313.01
Promotional Expenses	57,04,281.42	35,52,121.50
Turnover Cash Discount	27,22,312.00	20,35,254.00
Sales Incentive	3,82,154.00	2,07,277.00
	2,86,56,102.29	2,46,60,929.06
Disallowable Expenses		
Charity and Donation Expense	2,49,000.00	3,51,000.00
	2,49,000.00	3,51,000.00
	6,86,86,090.20	5,90,71,467.45

NOTE # M-9 Non-Current Assets

ZOTA HEALTH CARE LIMITED

ASST. YEAR 2015-16 ACCT. YEAR 2014-15

Tangible Assets as on 31st March 2015.

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2014	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2015	UPTO 01.04.2014	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2014
1	**Land**										
	Plot at Bhagvatinagar with Construction	14,28,606	-	-	14,28,606	-	-	-	-	14,28,606	14,28,606
	Plot Land (Hojliwala Industrial area)	3,22,873	-	-	3,22,873	-	-	-	-	3,22,873	3,22,873
	Bhagvan Alyappa Complex (non us)	66,10,333	-	-	66,10,333	-	-	-	-	66,10,333	66,10,333
2	**Buildings**										
	Bhagvan Aiyappa Complex (office)	1,05,60,893	15,99,491	-	1,21,60,384	21,85,349	4,22,211	-	26,07,560	95,52,824	83,75,544
	Zota House B-First Floor	6,00,000	-	-	6,00,000	1,48,607	22,103	-	1,70,710	4,29,290	4,51,393
	Zota House A-First Floor	5,50,646	-	-	5,50,646	1,35,806	20,324	-	1,56,130	3,94,516	4,14,840
	Zota House A-IInd Floor & B-First Fl.	6,00,000	-	-	6,00,000	1,58,944	21,811	-	1,80,755	4,19,245	4,41,056
	Zota House B-Gr. Floor	3,09,000	-	-	3,09,000	1,08,026	9,860	-	1,17,886	1,91,114	2,00,974
	Zota House B-IInd Floor	2,33,100	1,77,380	-	4,10,480	83,765	8,041	-	91,806	3,18,674	1,49,335
						-			-		
3	**Office Equipments**					-					
									-		
	Air Conditioners	5,38,270	59,000	-	5,97,270	2,67,288	62,945	-	3,30,233	2,67,037	2,70,982
	Elevator (Lift)	3,00,000	8,45,450	-	11,45,450	1,75,009	1,25,197	-	3,00,206	8,45,244	1,24,991
	Hydraulic Hand Pallet Truck (Trolly)	15,525	-	-	15,525	9,043	1,362	-	10,405	5,120	6,482
	Kirloskar Green Genset	3,35,000	-	-	3,35,000	1,48,540	36,684	-	1,85,224	1,49,776	1,86,460
	Platform Trolly	61,548	-	-	61,548	15,139	9,054	-	24,193	37,355	46,409
	Strapping Machine	1,45,475	-	-	1,45,475	62,259	16,980	-	79,239	66,236	83,216
	Tea Vending Machine	19,890	-	-	19,890	11,535	1,759	-	13,294	6,596	8,355
	Tripod Stand	4,500	-	-	4,500	2,227	469	-	2,696	1,804	2,273
	Wireless Tower	26,250	-	-	26,250	15,063	2,370	-	17,433	8,817	11,187
	Colour Television	14,607	-	-	14,607	11,300	699	-	11,999	2,608	3,307
	Epabx Instrument	61,900	-	-	61,900	28,540	6,647	-	35,187	26,713	33,360
	Inverter	8,320	-	-	8,320	6,123	465	-	6,588	1,732	2,197
	Light Arrestor with Earthing	8,500	-	-	8,500	5,281	648	-	5,929	2,571	3,219
	Sony Projector	87,600	-	-	87,600	53,499	6,953	-	60,452	27,148	34,101
	Telephone Instrument	39,759	48,110	-	87,869	16,863	8,896	-	25,759	62,110	22,896
	Water Cooler	58,387	-	-	58,387	29,773	5,588	-	35,361	23,026	28,614
	Water Purifier	8,190	10,990	-	19,180	3,978	1,984	-	5,962	13,218	4,212
	Misc.Office Equipment	2,53,927	2,62,608	-	5,16,535	70,998	1,49,224	30,533	2,50,755	2,65,780	1,82,929
										-	
4	**Furniture & Fixtures**	31,82,504	6,21,508	-	38,04,012	20,56,331	5,06,114	-	25,62,445	12,41,567	11,26,173

Tangible Assets as on 31st March 2015.

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2014	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2015	UPTO 01.04.2014	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2014
5	Computers	20,98,488	13,34,121	-	34,32,609	16,14,582	6,64,656	1,88,328	24,67,566	9,65,043	4,83,906
								-	-		
6	Tempo Vehicle (Tata Ace)	4,20,000	-	-	4,20,000	35,211	1,30,812	-	1,66,023	2,53,977	3,84,789
	TOTAL	2,89,04,091	49,58,658	-	3,38,62,749	74,59,079	22,43,856	2,18,861	99,21,796	2,39,40,953	2,14,45,012

NOTE # M-10 Non-Current Assets

Intangible Assets as on 31st March 2015.

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2014	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2015	UPTO 01.04.2014	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2014
1	Brands/ Trademarks	2,72,75,993	3,01,202.70	-	2,75,77,195	1,28,29,862	42,17,435	-	1,70,47,297	1,05,29,898	1,44,46,130.55
								-		-	
2	Copyrights and Patents	15,31,394	3,84,457.27	-	19,15,851	6,51,170	3,31,886	-	9,83,056	9,32,795	8,80,224.00
	TOTAL	2,88,07,387	6,85,660	-	2,94,93,047	1,34,81,032	45,49,321	-	1,80,30,353	1,14,62,694	1,53,26,355

ZOTA HEALTH CARE LIMITED
Special Economice zone

NOTE # S-7 Non-Current Assets

ACCTT.YEAR- 2013-2014

Tangible Assets as on 31st March 2015

S.NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2014	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2015	UPTO 01.04.2014	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2015	NET CARRYING AMOUNT AS ON 31.03.2014
1	**Land**	73,50,000	-	-	73,50,000	-	-	-	-	73,50,000	73,50,000.00
2	**Factory Buildings**	1,33,92,530	-	-	1,33,92,530	35,86,569	4,50,811	-	40,37,380	93,55,150	98,05,960.50
3	**Plant & Equipment**										
	AHC-AC-Ducting	1,41,54,248	-	-	1,41,54,248	49,39,037	17,64,609	-	67,03,646	74,50,602	92,15,211.00
	Air Compressor	4,50,938	17,410	-	4,68,348	1,63,214	55,798	-	2,19,012	2,49,336	2,87,724.00
	Boiler & Its Parts	9,18,925	54,158	-	9,73,083	3,32,600	1,17,020	-	4,49,620	5,23,463	5,86,325.00
	Capsule Dept Machhine	73,31,714	16,549	-	73,48,263	24,93,247	9,29,969	-	34,23,216	39,25,047	48,38,467.00
	Generator Set	11,91,102	-	-	11,91,102.30	3,70,434	1,61,145	-	5,31,579.00	6,59,523	8,20,668.30
	Lab Instrument	44,28,163	1,48,589	-	45,76,752	15,03,413	5,78,667	-	20,82,080	24,94,672	29,24,750.00
	Lift (Elevetor)	13,42,368	-	-	13,42,368	4,85,863	1,63,762	-	6,49,625	6,92,743	8,56,505.00
	Misc. Machinary	23,63,223	-	-	23,63,223	8,25,199	2,94,551	-	11,19,750	12,43,473	15,38,024.00
	Teblet Section Machines	1,23,82,187	11,56,699	-	1,35,38,886	37,41,022	18,16,263	-	55,57,285	79,81,601	86,41,165.00
	Water System and Plumbing Work	18,45,790	-	-	18,45,790	6,67,318	2,25,372	-	8,92,690	9,53,100	11,78,472.00
	Weight Balances	10,76,732	-	-	10,76,732	3,86,635	1,31,922	-	5,18,557	5,58,175	6,90,097.00
4	**Furiture & Fixtures**	31,58,480	25,700	-	31,84,180	13,31,059	5,34,060	-	18,65,119	13,19,061	18,27,421.00
5	**Electric Accessories**	36,56,055	26,160	-	36,82,215	13,20,811	4,47,287	-	17,68,098	19,14,117	23,35,244.00
6	**Office Equipment**	11,56,993	-	-	11,56,993	4,09,385	5,38,238	-	9,47,623	2,09,370	7,47,608.00
7	**Computer**	13,52,832	80,030	-	14,32,862	10,24,608	57,648	2,90,841	13,73,097	59,765	3,28,224.00
	TOTAL	**7,75,52,280**	**15,25,295**	**-**	**7,90,77,575**	**2,35,80,414**	**82,67,122**	**2,90,841**	**3,21,38,377**	**4,69,39,198**	**5,39,71,866**

ASST.YEAR 2015-2016 ACCTT.YEAR 2014-2015

NOTE # C-23

Other Disclosures

1 **Dividend**

The Company has Proposed to Pay Dividend at 10% i.e. Rs.1.00 per Equity Share amounting to Rs. 1,43,63,352 and tax on Dividend being Rs. 28,72,304 for Financial year 2014-2015. During the year under audit, the Company has duly paid dividend declared in financial year 2013-2014 amounting to Rs. 1,19,69,460 and tax on dividend Rs. 20,34,210

2 **Bonus**

3 The company has issued Bonus Shares during the year amounting to Rs. 2,39,38,920 . Company has issued 2 bonus shares for every 10 shares. Bonus shares of Rs. 12,46,400 have been issued from Security Premium and of Rs. 2,26,92,520 from Reserves.

From F.Y. 2014-15, the Depreciation is provided on WDV-Line Value Method in the manners prescribed in Schedule II of Companies Act 2013 (In previous years as per Schedules XIV to the Companies Act, 1956), on the basis of shifts / manners of utilization of the assets. As per Companies Act, 2013, the useful life of asset have been changed and new rate of depreciation has been accordingly taken.

In case of assets, useful life of which as per Companies Act 1956 is more than useful life mentioned in Companies Act 2013 and till 01-04-2014 that asset's useful life as per Companies act 2013 have been completed, the opening balance of the said assets as on 01-04-2014 has been transferred to Opening Retained Earning as mentioned in Note 7 of Part C of Schedule II of the Comapnies Act 2013.

4 **Earning Per Share:**

Particulars	Amount
Net profit attributable to share holder	4,26,67,549
Number of equity shares	1,43,63,352
Earning per share of Rs 10 each	2.97

5 **Related Party Transactions:**

NAME	RELATION	AMOUNT	PAN NUMBER	NATURE OF TRANSACTION
Anila K. Zota	Director Relatives	3,935	AAAPZ3223C	Interest
Ashokkumar C. Zota	Director Relatives	1,686	AAAPZ7966L	Interest
Ashokkumar C. Zota [HUF]	Director Relatives	1,15,200	AAAHZ0307B	Interest
Chandulal N. Zota [HUF]	Director Relatives	1,19,820	AABHC0937M	Interest

Divyesh A. Zota	Director Relatives	8,643	AAEPZ7562J	Interest
Dixit A. Zota	Director Relatives	9,550	AAEPZ7563K	Interest
Himanshu M. Zota	Director	4,57,517	AABPZ1961G	Interest
Himanshu M. Zota [HUF]	Director Relatives	22,967	AAAHZ0515P	Interest
Induben M. Zota	Director Relatives	91,768	AABPZ9239K	Interest
Kamlesh R. Zota	Director	4,06,444	AABPZ9457F	Interest
Kamlesh R. Zota [HUF]	Director Relatives	99,829	AAAHZ0480M	Interest
Ketan C. Zota	Director	1,17,827	AABPZ9238J	Interest
Ketan C. Zota [HUF]	Director Relatives	2,28,577	AAAHZ0308Q	Interest
Madhuben A. Zota	Director Relatives	72,263	AAAPZ7964J	Interest
Manisha K. Zota	Director Relatives	3,70,308	AACPZ9800F	Interest
Manukant C. Zota	Director	1,02,814	AAAPZ7965K	Interest
Manukant C. Zota [HUF]	Director Relatives	42,405	AAAHZ0297G	Interest
Moxesh Ketan Zota	Director Relatives	1,51,954	AANPZ1370P	Interest
Muktilal C. Zota [HUF]	Director Relatives	1,44,601	AAAHZ0296H	Interest
Nimisha N. Zota	Director Relatives	43,657	AACPZ8254H	Interest
Niral M. Zota [HUF]	Director Relatives	74,483	AADHN1137Q	Interest
Rajnikant C. Zota [HUF]	Director Relatives	1,47,038	AAAHZ0309R	Interest
Varsha H. Zota	Director Relatives	1,87,397	AABPZ1959N	Interest
Raxaben Jatin Zota	Director Relatives	25,044	AAJPZ5420G	Interest
Jatin A. Zota	Director Relatives	5,40,000	AACPZ8768Q	Salary
Ashokkumar C. Zota	Director Relatives	5,40,000	AAAPZ7966L	Salary
Niral M.Zota	Director Relatives	4,80,000	AABPZ1960H	Salary
Viren M. Zota	Director Relatives	5,40,000	AAEPZ7934J	Salary
Himanshu M. Zota	Director	5,35,000	AABPZ1961G	Commission
Kamlesh R. Zota	Director	5,35,000	AABPZ9457F	Commission
Ketan C. Zota	Director	5,35,000	AABPZ9238J	Commission
Manukant C. Zota	Director	5,35,000	AAAPZ7965K	Commission
Jatin A. Zota	Director Relatives	5,48,000	AACPZ8768Q	Commission
Niral M.Zota	Director Relatives	5,48,000	AABPZ1960H	Commission
Viren M. Zota	Director Relatives	5,48,000	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
Viral A. Mandviwala	CFO	3,86,974	AAAPZ7965K	Salary

6 **Deferred Tax :**

Particulars	**Amount**
WDV As Per Companies Act.	**82342844**
WDV As Per Income Tax Act.	**74913844**
	7429000
Deferred Tax Liabilities @33.90%	**2410339**
Opening Liability	**3894662**

Closing Liability	2410339
Provided In P/Y	-1484323

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

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

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

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

11 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.

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

Particulars	As at 31st March, 2015	As at 31st March, 2014
As Auditor Remuneration	3,00,000.00	2,00,000.00
Service Tax (14.00%)	28,000.00	12,360.00
Total	**3,28,000.00**	**2,12,360.00**

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

Particulars	As at 31st March, 2015	As at 31st March, 2014
Director's Remuneration	36,00,000.00	36,00,000.00
Perquisite	-	-
Total	**36,00,000.00**	**36,00,000.00**

14 Value of Imports on CIF Basis :

Particulars	As at 31st March, 2015	As at 31st March, 2014
Import from SEZ unit (India)	2,31,07,492.09	3,65,70,219.75
Import from SEZ unit (Outside India)	-	31,97,545.20
Total	**2,31,07,492.09**	**3,65,70,219.75**

15 Value of Export on FOB Basis :

Particulars	As at	As at

ZOTA HEALTH CARE LIMITED

Particulars	31st March, 2015	31st March, 2014
Merchant Export by SEZ Unit	2,87,33,800.39	3,81,38,360.88
Export by SEZ Unit	8,15,870.01	68,67,589.53
Total	**2,95,49,670.40**	**4,50,05,950.41**

16 Expenditure in Foreign Currency

Particulars	As at 31st March, 2015	As at 31st March, 2014
Commission Paid	-	-
Total	-	-

17 Earning in Foreign Exchange at FOB value

Particulars	As at 31st March, 2015	As at 31st March, 2014
Earning	8,15,807.01	68,67,589.53
Total	**8,15,807.01**	**68,67,589.53**

18 Outgoing in Foreign Exchange at CIF value

Particulars	As at 31st March, 2015	As at 31st March, 2014
Outgoing	-	31,97,545.20
Total	-	**31,97,545.20**

19 Contingent Liabilities for the year under review is Nil.

Signatures to Notes 1 to 23

For and on behalf of the Board

Pradeep K. Singhi & Associates
Chartered Accountants

SD/-
(Director)
Himanshu M. Zota
(Din : 01097722)
34,Ichhanath Umra,
Surat.,

SD/-
(Director)
Ketankumar C. Zota
(Din : 00822594)
8D,Lal Bunglow, Athwalines,
Surat.,

SD/-
CA. Pradeep Kumar Singhi
Partner
M. No. 200/24612
Firm No. 126027W

Zota Health Care Limited

CIN:U24231GJ2000PLC038352

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

Attendance Slip

Record of Attendance at the 15th ANNUAL GENERAL MEETING held on 26th September, 2015 at 11.00 am at 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.

TO BE USED ONLY WHEN THE FIRST NAMED SHAREHOLDER ATTENDS

PLEASE GIVE NAME OF THE FIRST NAMED SHARE HOLDER

NAME OF THE SHAREHOLDER OR PROXY OR REPRESENTATIVE ATTENDING THE MEETING

Mr./Mrs./Ms. ....
(In Capitals)
Members' Folio No. .... Signature...

(in case the shares are held in Demat Mode)
DP ID...
Client ID...

Mr./Mrs./Ms. ....Members'

Folio No .... No. of Shares Held ....

Dated: , 2015

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

1. Name:
   Address:
   E-mail Id:
   Signature:
   or failing him

2. 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 ....Annual general meeting/ Extraordinary general meeting of the company, to be held on the ...... day of....... At.......... a.m. / p.m. at...................(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1...................................
2...................................
3...................................
4...................................

Affix a Re. 1 Revenue Stamp

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

Signature of shareholder

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.

Zota Health Care Limited

CIN:U24231GJ2000PLC038352

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

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 Ordinary/Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice 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	Adoption of Accounts	Ordinary Resolution			
2	Declaration of Dividend	Ordinary Resolution			
2	App. of Director	Ordinary Resolution			
3	App. of Auditors	Ordinary Resolution			

Place:
Date:

....
(Member)

ELECTRONIC VOTING PARTICULAR

EVSN (E VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/PIN
150824050		

E-Voting shall remain start on Wednesday, 23rd September, 2015 (9.30 a.m.) and will be open till Friday, 25th September, 2015 till the close of working hours (i.e. 17:00 hours).

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

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on **23rd September, 2015 and ends on 25th September, 2015.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 19th September, 2015 (record date) of 18th September, 2015,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Ballot form attached herewith. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Zota Healthcare Limited.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com