



ZOTA HEALTH CARE LIMITED

16<sup>th</sup> ANNUAL REPORT 2015-16

Health for all.

## NSIC-CRISIL Performance and Credit Rating

Zota Health Care Limited, Gujarat  
has been awarded an NSIC-CRISIL Rating of



on September 15, 2015.

This rating indicates 'Highest Performance Capability and High Financial Strength'.  
This rating is valid till September 14, 2016.

V Srinivasan

Srinivasan V  
Business Head — SME Ratings



SMERA RATINGS LIMITED

## SMERA RATING

This is to certify that M / s

**Zota Healthcare Limited**

has been evaluated by SMERA RATINGS LIMITED

We hereby assign the subject SMERA Rating of

**MSME 1**  
(Highest)

Director

**Mr. Himansu Muktilal Zota**



Authorised Signatory

10th February, 2015  
(Valid Till 09th February, 2016)

### Disclaimer

The SMERA Rating shall be read with the Rating Report on the subject issued by SMERA Ratings are based on the judgement of SMERA, using a set of criteria developed for that purpose. The Rating is valid for period of one year, subject to however, no significant changes/events occur during that Period, which could materially effect the business & the financial parameters of the enterprise.

All information contained in the SMERA Rating Report is obtained by SMERA from the rated subject and third party sources, and is believed to be accurate and reliable. Although reasonable care has been taken to ensure that the information in the Rating Report is true, such information is provided as is without any warranty of any kind and SMERA, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information.

In providing this Rating, SMERA does not underwrite the risks of any third party or that of the subject.



WINNER OF  
**BUSINESS EXCELLENCE  
AWARDS 2015**

**COMPANY OF THE YEAR**  
by CIMS at Indian Pharma Expo  
Award presented by Dr. Harsh Vardhan  
(Union Minister for Ministry of Science & Technology & Earth Sciences)



# Our Patented Products





# nutravedic.com™

Zota Healthcare, a pioneer in the genre of manufacturing and selling noteworthy medicines since 1995, has officially launched NUTRAVEDIC web portal and mobile application in June 2016. With this app end-users will have an option of buying by logging on to [www.nutravedic.com](http://www.nutravedic.com) and browsing through a wide range of products like B12 splash; Therapy kits like Hair Kit, Baby Kit, Joint Pain relief Kit; Nutritional supplements and ayurvedic products like Diazed, Cooled,

Pilezed and various other products. The portal has products for all age group and all type of medical conditions. The website has been launched as a means to make it easy for the end-user to shop at the click of a button from anywhere and avoid the hassle of taking extra time out to understand the description and use of each product. The entire process of logging onto

the website and making a purchase is extremely user-friendly and convenient. The mobile app acts as a catalyst in helping customers sort and sift through products with ease and also offers the benefit of discounts in purchasing Nutravedic products. The app offers an advantage of providing services in a faster and more convenient manner.



DavaIndia is a digital platform that gives you information about generic medicines at finger tips that is available on Apple app store and Google play store. DavaIndia helps people access generic alternatives to the costlier branded medicines available in the market. This will help people to save up to 70% on their monthly medicine bills without compromising on quality of the products. A user friendly app and web would be prepared, where people can easily get all information like Manufacturer, MRP, use and benefits of particular medicines. Initially, the service would be available to metros, major tier-1 cities and western zone of India with product range covering cardiovascular and diabetes therapy. Subsequently entire project would be made national within a span of 1-2 years covering all therapeutic segments.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

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

### COMPANY SECRETARY

Mr. Ashvin Variya

### STATUTORY AUDITOR

M/s PradeepK. Singhi& Associates  
Chartered Accountant  
A/501, President Plaza,  
Near R.T.O., Ring Road,  
Nanpura, Surat  
Ph. No. 0261- 2472714, 2474954

### REGISTER & TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.  
Category I Registrar to Issue & Share Transfer Agents  
B-302 Sony Apartment,  
Opp. St Jude High School,  
90 Feet Road, Jarimari,  
Sakinaka, Mumbai-400072  
Ph. No.: 02228520461/462  
Tele Fax:022 28511809

### REGISTERED OFFICE

“ZOTA HOUSE”, 2/896  
HiraModi Street,  
Sagrampura, Surat– 395002  
Ph. No.: 0261 2331601  
Email: info@zotahealthcare.com  
Website: www.zotahealthcare.com  
Tele Fax: 0261 2346415

### BANKER TO THE COMPANY

Axis Bank Limited  
State Bank of India Limited

### 16TH ANNUAL GENERAL MEETING

**Date:**27th August, 2016

**Time:**11:00 A.M.

**Venue:**Registered Office

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

### AUDIT COMMITTEE

Saileshkumar Sevantilal Shah	- Chairman
GaurangRashmikan Mehta	- Member
Himanshu Muktilal Zota	- Member

### NOMINATION & REMUNERATION COMMITTEE

Gaurang Rashmikan Mehta	- Chairman
Mahesh Mavjibhai Prajapati	- Member
Saileshkumar Sevantilal Shah	- Member

### STAKEHOLDER'S SHAREHOLDERS & INVESTOR GRIEVANCES COMMITTEE

Mahesh Mavjibhai Prajapati	- Chairman
Himanshu Muktilal Zota	- Member
Manukant Chandulal Zota	- Member

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Himanshu Muktilal Zota	- Chairman
Ketankumar Chandulal Zota	- Member
Gaurang Rashmikan Mehta	- Member

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## FINANCIAL HIGHLIGHTS

### PROFIT DURING LAST FIVE YEARS

(In Rs. Lakhs)

Particulars	2011-12	2012-13	2013-14	2014-15	2015-16
<b>Sales:</b>					
Domestic	3201.67	3825.43	4559.84	5350.84	5866.05
SEZ (Export)	612.63	565.55	451.32	295.50	607.27
<b>Total Sale</b>	<b>3814.3</b>	<b>4390.98</b>	<b>5011.16</b>	<b>5646.34</b>	<b>6473.32</b>
Other Income	2.72	3.45	10.23	1.44	7.69
<b>EBITDA</b>	<b>483.60</b>	<b>588.36</b>	<b>654.77</b>	<b>847.74</b>	<b>959.83</b>
<b>Profit Before Tax</b>	<b>298.55</b>	<b>376.86</b>	<b>467.31</b>	<b>634.24</b>	<b>772.42</b>
<b>Tax Expenses:</b>					
Current Tax	62.28	123.025	153.70	219.34	266.85
IT Depreciation Created Short	0.00	0.1	3.77	1.42	2.39
Provision for Deferred Tax	36.31	-0.28	-1.42	13.19	7.76
<b>Profit After Tax</b>	<b>199.96</b>	<b>254.01</b>	<b>311.26</b>	<b>426.68</b>	<b>510.93</b>

### FINANCIAL POSITION

(In Rs. Lakhs)

Particulars	2011-12	2012-13	2013-14	2014-15	2015-16
Share Capital	997.46	1196.95	1196.95	1436.34	1436.34
Reserve & Surplus	296.62	212.02	384.18	395.66	707.85
Non-Current Liabilities (including Long-term borrowings)	442.73	452.36	418.75	246.25	272.69
Current Liabilities	1199.22	1207.69	1484.26	1960.12	1988.27
Non-Current Assets (including Fixed Assets)	1003.13	936.91	926.34	842.40	855.64
Current Assets	1932.89	2132.11	2557.79	3195.96	3549.51

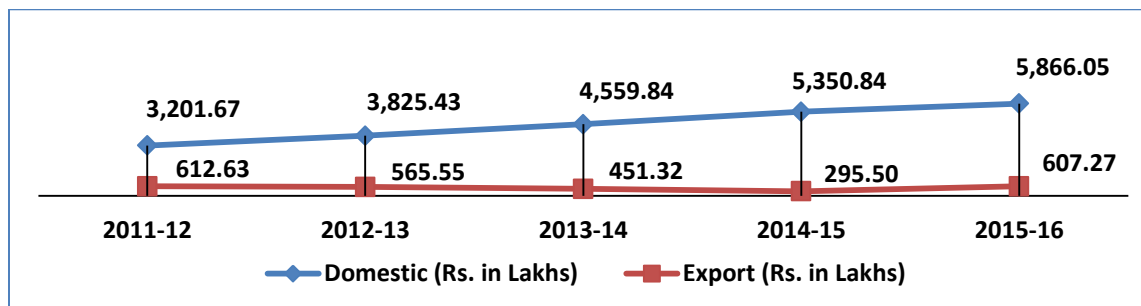
### BONUS SHARES ISSUED DURING LAST FIVE YEARS

Year	Bonus Shares Ratio
2011-12	2:1
2012-13	5:1
2014-15	5:1

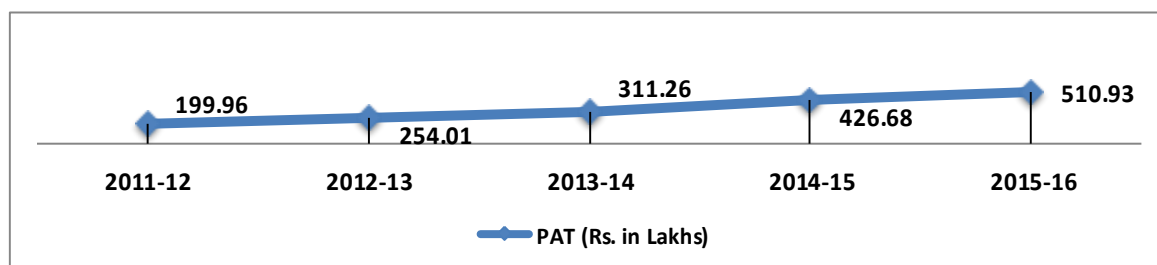
### DIVIDEND PAID TO MEMBERS DURING LAST FIVE YEARS

Year	Dividend (% of Nominal Value of Shares)
2011-12	10% (i.e. Re. 1 per shares)
2012-13	10% (i.e. Re. 1 per shares)
2013-14	10% (i.e. Re. 1 per shares)
2014-15	10% (i.e. Re. 1 per shares)
2015-16	10% (i.e. Re. 1 per shares)

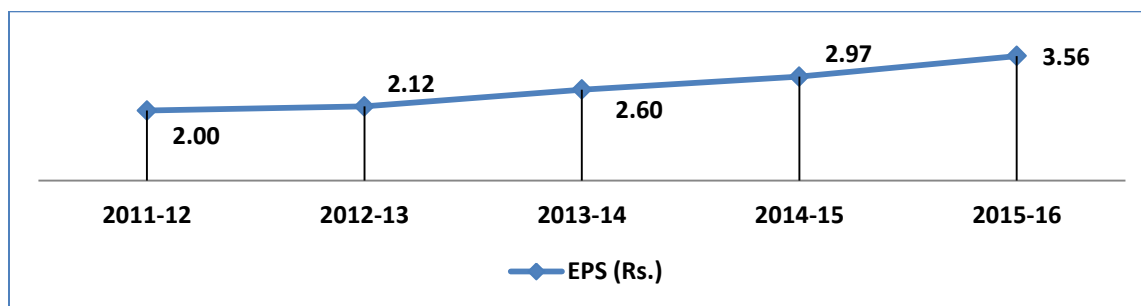
## REVENUE OF THE COMPANY



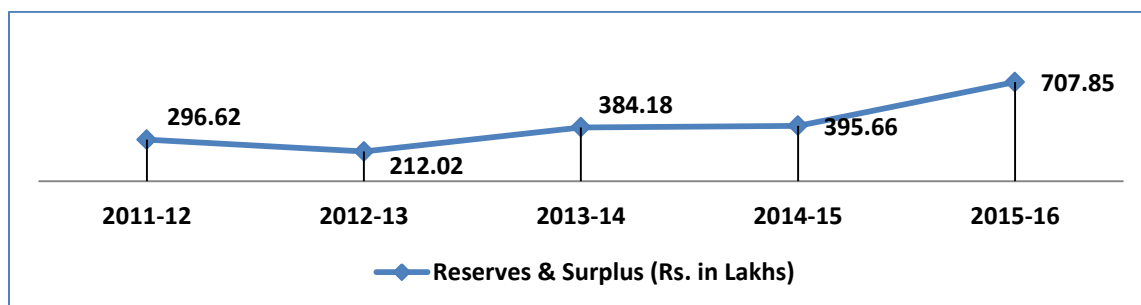
## PROFIT AFTER TAX (PAT)



## EARNING PER SHARES



## RESERVES AND SURPLUS



## CHAIRMAN MESSAGE

Dear Shareholders,

The fiscal year 2015-16 was very good for the Company. Despite of unfavorable external environmental factors like banning FDCs (Fixed Dose Combination) and various price regulations norms our Company is doing phenomenally well. During the year, Company has won Business Excellence Award 2015 “Company of the year” in mid segment by CIMS at Indian Pharma Expo, the award was received by the hands of Dr. Harsh Vardhan, Honorable Union Minister, Ministry of Science & Technology & Earth Science. We have bagged this award due to our principle of 3 H’s. First H stands for – Being Humble (Towards Society), The Second H stands for – Being Honest (Towards your customer) and the third H stands for – Being Hungry (For Growth). We are continuously focusing to expand our market base and try to reach at each and every part of the country as well as world. During the year, we have received approval from FDA departments of more than 20 Asian, African and CIS countries. This will boost export of the Company in forthcoming year. We have also expand our domestic market presently we are having more than 1000 direct distributors throughout the country and it is pleasure for me to inform you all that now you can see presence of our Company in each and every part of the Country.

### Expansion in Generic Market:

During the year, we have entered into marketing alliance agreement with ASTRA IDL LIMITED (the “Company”). ASTRA IDL LIMITED is having good name in pharmaceutical market and having presence in the global market in

terms selling of generic products. As per this agreement Company will use the brand name “ASTRA IDL LIMITED”. After this alliance we have already launch this division in the state of Rajasthan and Madhya Pradesh. This division will enlarge company’s presence in generic market.

I would like to share some key performance highlights for the year:

- During the year, Domestic sales of the Company increase by 9.63% i.e. from 5350.84 lakhs to 5866.05 lakhs and export of the Company increased by 105.51% i.e. from Rs.295.50 lakhs to Rs.607.27 lakhs.
- Profit before tax increase 21.68% i.e. from Rs.634.77 lakhs to Rs. 772.42 lakhs.
- Profit after tax increase by 19.75% i.e. from Rs.426.68 lakhs last year to Rs.510.93 lakhs.

### Future prospect:

In forthcoming year we are planning to enter into FMCG & OTC segment by launching our energy drink product ‘dip sip’ exclusively developed under brand Zota. We are also going to launch our online e-commerce app and website **nutravedic.com** for selling of nutraceutical and ayurvedic products and **davaindia.com** for selling of low cost medicines. We will also apply for patent registration of our patented product RTFiT in Asian, African and CIS countries.



**Ketankumar Chandulal Zota**  
**(Managing Director)**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the 16<sup>th</sup> Annual General Meeting of the members of Zota Health Care Limited will be held on Saturday, the 27<sup>th</sup> day of August, 2016 at “Zota House”, 2/896, Hira Modi Street, Sagrampure, Surat – 395002 at 11:00 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016:**  
“RESOLVED THAT the Balance sheet as on 31<sup>st</sup> March, 2016, Profit & Loss Account 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, divided @ Re. 1/- per equity share on equity share capital of the Company be and is hereby declared out of profit of the Company for the year ended 31<sup>st</sup> March, 2016.”
3. **REAPPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:**  
To appoint a Director in place of Mr. Manukant Chandulal Zota, Whole Time Director (Holding DIN-02267804), 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 provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Manukant Chandulal Zota, Whole Time Director (Holding DIN-02267804), 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**  
“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 2016-17 at such remuneration as may be determined by the Board of Directors of company.”

### SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
  
“RESOLVED THAT pursuant to provisions of Section 13, 61 read with Section 64 and other applicable provisions if any, of the Companies Act, 2013 and rules framed there under, the consent of the members of the Company be and are hereby accorded to increase the Authorised Share Capital of the Company from Rs.15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs 10/- each to Rs.20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs.10/- each rank pari passu in all respect with the existing equity shares of the Company.  
  
“RESOLVED FURTHER THAT in clause V of the Memorandum of Association of the Company is substituted words and figures as under:

V. The Authorised Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of face value of Rs.10/- (Rupees Ten) each.

**“RESOLVED FURTHER THAT** for giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and to take all such steps and actions as may be in its absolute discretion deemed necessary and settle all question that may arise in this regard, without seeking any other approvals from the shareholders.”

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

**"RESOLVED THAT** pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable laws or regulations in India, including without limitation, the provisions of the Chapter X(B) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force), SEBI (Listing obligations & Disclosure Requirement) Regulations, 2015 and the listing agreement to be entered into with the stock exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME platform and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, the Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC") and/ or any other competent authorities, and all other applicable statutory and/or regulatory requirements and subject to such approvals, consents, sanctions, permissions and conditions as may be prescribed by competent statutory and/or regulatory authorities granting such and subject to such conditions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall include such Committee of Directors constituted for the said purpose), the consent of members is accorded to the issue, offer and allot equity shares of face value of Rs. 10 each ("Equity Shares"), and such other securities which may be convertible into or exchangeable for Equity Shares, at a price including premium to be determined in accordance with the method as may be prescribed by SEBI LODR Regulations, not exceeding in aggregate Rs. 60,00,00,000 (Rupees Sixty Crores) including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of Regulation 106V of chapter XB of the SEBI ICDR Regulations and/or other applicable statutory and/or regulatory requirements, to be issued through Book Building route or any other route as may be finalized by the Board in consultation with the Lead Manager, at par or at premium and for cash or other consideration with or without offer for sale of shares by one or more of the existing selling shareholders of the Company on such terms and conditions as may be finalized by the Board (such issue referred to as "Public Issue") and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit."

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to dematerialize all the Pre-IPO Shares of the shareholders and the Consent of all the Pre-IPO Shareholders is accorded for lock in of Pre-IPO shares for a period of 1 year or 3 year, as the case may be, from the date of allotment of shares in the IPO, without being required to seek any further consent.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the Public Issue as specified above, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Public Issue within the limits approved by the shareholders, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot any and all of the Equity Shares, as specified above, at such time as it may deem fit subject to the provisions of the Companies Act, 2013 and ICDR Regulations.”

**“RESOLVED FURTHER THAT** the Board of Directors may also invite the existing shareholders of the Company to participate in the Public Issue.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto and that, it is noted/ratified/approved that the Board has appointed M/s Pantomath Capital Advisors Pvt. Ltd., as the Lead Manager to manage the Public Issue solely or along with any other Co-Lead Manager(s) .”

**“RESOLVED FURTHER THAT**

- i. All monies received out of the Public Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- ii. details of all monies utilized out of the Public Issue referred to and corresponding to the issue and allotment of fresh Equity shares by the Company shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- iii. details of all unutilized monies out of the Public Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- iv. Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Public Issue, including, without limitation, the following:

- i. constituting a committee for the purposes of the issue, offer and allotment of the Equity Shares, and other matters in connection with or incidental to the Public Issue (“IPO Committee”);
- ii. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
- iii. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- iv. appointing the Market Maker(s), Underwrites(s), Legal Advisor(s), Registrar(s), Public Issue Bank(s), Syndicate Member(s), and other intermediaries to the Public Issue in accordance with the provisions of the ICDR Regulations and other applicable statutory and/or regulatory requirements;
- v. seeking, if required, any approval, consent or waiver from the Company’s lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;
- vi. deciding the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Public Issue;
- vii. approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s), in accordance with all applicable laws, rules, regulations and guidelines;

- viii. seeking the listing of the Equity Shares on any recognized stock exchange in India, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- ix. finalization of and arrangement for the submission of the draft prospectus to be submitted to the stock exchange(s) for receiving comments from the public and the prospectus to be filed with the stock exchange(s), Registrar of Companies, SEBI and / or any other regulatory authorities, and any corrigendum, amendments supplements thereto;
- x. authorization of the maintenance of a register of holders of the Equity Shares;
- xi. finalization of the basis of allotment of the Equity Shares;
- xii. finalization of the allotment of the Equity Shares on the basis of the applications received;
- xiii. acceptance and appropriation of the proceeds of the Public Issue; and
- xiv. To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Public Issue.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the equity shares in the Public Issue and the utilization of the issue proceeds in relation to the expansion plans, acquisitions, working capital requirements, repayment of secured loans, capital expenditure, other corporate initiatives, or in any other manner it may deem fit, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue, appoint Lead Managers, Banks and other intermediaries or agencies concerned, enter into any agreements or other instruments for such purpose, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo motu decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

**“RESOLVED FURTHER THAT** the new equity shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and such new equity shares shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company.

**“RESOLVED FURTHER THAT** any of the Directors of the Company are authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.”

Place: Surat  
Date: 25.07.2016

By order of the Board  
for **ZOTA HEALTH CARE LIMITED**



**Ashvin Variya**  
Company Secretary

**Notes:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 for item no. 5 & 6 are annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/ HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than forty eight hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited Companies, Societies, etc, must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
4. Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 18<sup>th</sup> day of August, 2016 to Saturday, the 20<sup>th</sup> day of August, 2016 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting.
5. All documents referred in the notice and accompany explanatory statements 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 Annual General Meeting, shall be paid to the shareholders whose names are appear in the Register of Members of the Company on Saturday, the 20<sup>th</sup> day of August, 2016. The cut of date for declaring dividend is Friday, 19<sup>th</sup> August, 2016.
7. Members holding shares in demat form are hereby informed that the bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its registrar cannot act on any request received directly from the Members holding in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
8. Members holding shares in physical form are requested to notify following details to Registrar and Transfer Agent (RTA) of the Company Satellite Corporate Service Pvt. Ltd. at B-302, Sony Apartments, Opp. St. Jude High School, 90 Feet Road, Jarimari, Sakinaka, Mumbai – 400072.
  - i) Bank details for receiving dividend in bank accounts (for those shareholder who have not given bank details to the Company)
  - ii) E-mail id (for receiving notices and annual reports through e-mail id.)
  - iii) Any change in address (application form is available at website of the Company [www.zotahealthcare.com](http://www.zotahealthcare.com) under investor relationship tab.)
9. Members who are having shares in physical mode and want to register as a nominee as per Section 72 of the Companies Act, 2013 are requested to send from SH-13 for nomination or form SH-14 for cancellation of nomination. Form SH-13 and SH-14 are available on Company's website [www.zotahealthcare.com](http://www.zotahealthcare.com) under investor relation tab.
10. To save environment and cost of the Company, Copies of Annual Report will not be distributed to the members at the venue of the AGM. Members are requested to bring their copies of Annual Report at the time of Annual General Meeting.
11. The detail of director seeking re-appointment is as below. Company has also received declaration from director as per Rule 14 of the Companies (Appointment and Qualification of Director) Rule, 2014 as required under provisions of Section 164(2) of the Companies Act, 2013.

Name of Director	Manukant Chandulal Zota
DIN No.	02267804
Date of Birth	17/04/1951
Date of Appointment	01/10/2010
Qualification	M.Sc.
Expertise in specific functional areas	Accounts
List of Companies in which directorship is held as on 31 <sup>st</sup> March, 2016	NIL
Chairman/ Member of Committee of other Company	NIL
No. of Board Meeting(s) attended in Financial Year 2015-16	14
No. of Shares Held	2894693

## 12. E-voting:

- Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 members holding shares either in physical mode or dematerialization mode are entitled to exercise their vote through electronic mode.
- Company shall also providing voting through postal ballot papers which are provided at the Annual General Meeting. Members who have not voted through e-voting are entitled to cast their vote though ballot papers.
- The members who have voted though e-voting are also entitled to attend the meeting but not entitled to vote at the meeting.
- The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as a scrutinizer, for conducting voting and poll during the Annual General Meeting and to oversee voting process.
- The Cut-off date for the purpose of e-voting is Saturday, the Friday, 19<sup>th</sup> day of August, 2016. Members whose names are appear on Register of Members on Saturday, the 20<sup>th</sup> day of August, 2016 are entitled to vote through e-voting.
- The e-voting facility will be start from Wednesday, the 24<sup>th</sup> day of August, 2016 and will end on Friday, the 26<sup>th</sup> day of August, 2016 Members can vote from 9: 30 a.m. to 5:30 p.m. during the above mentioned period.

## 13. Poll at the Annual General Meeting:

- First of all items of the notice will be discussed then the Chairman of the Meeting will order poll for that items. Poll is conducted under the supervision of the scrutinizer appointed for e-voting and poll.
- The members whose names are appear as on Saturday, the 20<sup>th</sup> day of August, 2016 in the Register of Members are entitled for the voting on poll in the meeting.
- Scrutinizer decision on validity of vote will be final.

14. The Prominent land mark near Registered office of the Company is Gujarat Samachar Press and next to Navsarjan Hospital. Map and Venue of AGM is as follows:



**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5:**

For further expansion of business Company will require huge capital and to meet the fund requirement Board of director of the Company has decided to issue new shares through public offer to public at large. To issue new shares the present Authorised Share Capital is insufficient and it is required for Company to increase Authorised Share Capital of the Company. Consequent upon change in Authorised Share Capital of the Company, Memorandum of Association of the Company requires alteration so as to reflect the increase in the Authorised Share Capital.

Pursuant to provisions of Section 61(1)(a) and Section 64 it is required to take members approval for increasing Authorised Share Capital of the Company and as per provisions of Section 13 of the Companies Act, 2013 it is also required to take members approval for alteration in Memorandum of Association of the Company. The Board therefore seeks approval of members.

None of the directors of the Company are interested in the above resolution.

**Item No. 6:**

As all of you are aware that we have started our journey with just six products and now we are having more than two thousand and eight hundred products. Company is in continuous efforts to enlarge its market base and trying to cover each and every part of the rural as well as urban areas of India and world as well. For fulfillment of the above target Company has entered into marketing alliance agreement with the ASTRA IDL LTD (the "Company") and after entering this alliance Company has launched two new divisions called "Astgen" and "Astcon" and after that launched the products of those two divisions in the state of Rajasthan and Madhya Pradesh. So, by that alliance Company has covered the market of Rajasthan and Madhya Pradesh. In future Company is planning to launch this division throughout the country. Apart from above mentioned agreement Company is also planning to cover the market of all over the India by Company's wide range of products. For covering the whole market of India Company is planning to appoint direct distributors throughout the country and make our presence in every part of the India.

In the month of May, 2016 Company has launched health drink "dip sip" in the Southern Gujarat region and by launching of that product Company has entered into OTC segment. In future Company is in planning to come up with more products like this and try to cover OTC as well as FMCG segment of market and in planning to launch it throughout the country.

In the month of June, 2016 Company has launched online marketing site and app nutravedic.com for selling of nutraceutical and ayurvedic products. And Company has received tremendous response for the same. In next two-three months Company is planning to launch another online marketing site and app davaindia.com for selling of low cost medicines.

Presently Company is having sixteen unique formulations and out of these six are registered patent products. Company is planning to focus on more research and plan to develop more unique formulations and register it as patent formulations. Company is also planning to commercialization of the existing patented products and to generate more revenue from the patented products.

Apart from domestic market Company is also looking for expansion of foreign market also. For increase sales of the Company in foreign countries Company has applied to the FDA department of various Asian, African and CIS countries and Company has received approval from the more than twenty countries. So, in further two-three year export of the Company will be boosted. Company is also planning to register patented products in various foreign countries. Company has already made application for registration of company's patented products "RTFiT" in more than 140 countries for patent registration.

For fulfillment of all above mentioned projects Company will required huge capital and Board of the Company has discussed various funding methods and come to conclusion to come up with public issue and collect the required capital through public issue. As per section 62(1)(C) it is required to take members approval for proposed public issue. The Board therefore seeks member's approval.

The Directors and key managerial personnel of the Company and their relatives may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed by the Companies/ institutions of which they are director(s) or member(s).

The Directors of the Company may be deemed to be concerned or interested in this item of business to the extent of the shares offered by them and their relatives and to the Companies/ institutions of which they are director(s) or member(s) as Offer for Sale in the Issue.

No Director other than those above, Key Managerial Person or their relatives is concerned or interested in the resolution.

## DIRECTOR'S REPORT

Your directors are please to present their Annual Report along with the Audited statement of Accounts for the year ended on 31<sup>st</sup> March, 2016.

### FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	For the year ended 31-03-2016	For the year ended 31-03-2015
Revenue from operations	6473.33	5646.34
Other Income	7.69	1.44
Profit before tax and Exceptional Items	772.42	634.24
Exceptional Items	0	0
Profit before Taxation	772.42	634.24
Income Tax	269.25	220.76
Deferred Tax	7.76	13.19
Profit after Taxation	510.93	426.68
Less: Proposed Dividend	143.63	143.63
Less: Tax on Dividend	29.24	28.72

### DIVIDEND

The Board is pleased to recommend a dividend of 10% i.e. Re.1 per equity share for the financial year 2015-16. The dividend if approved by the members will be paid to the members within time limit defined in the Companies Act, 2013.

### TRANSFER TO RESERVE

The company does not propose to transfer any amount to General Reserves.

### STATEMENT OF COMPANY'S AFFAIRS

- During the year, Revenue of the Company increased by 14.75% i.e. from Rs. 5647.78 lakhs to Rs. 6481.01 lakhs.
- Profit before tax increase 21.68% i.e. from Rs. 634.77 lakhs to Rs. 772.42 lakhs
- Profit after tax increase by 19.75% i.e. from Rs. 426.68 lakhs to Rs. 510.93 lakhs.
- Export of the Company increase by 105.51% i.e. from Rs. 295.50 lakhs to Rs. 607.27 lakhs.

During the year, Company has entered into marketing alliance agreement with ASTAR IDL LTD for expand Company's presence in Generic market. After this agreement Company has launch this division in the state of Rajasthan and Madhya Pradesh. This new division of the Company will increase overall sales and profitability of the Company.

During the year, Company has developed online portal nutravedic.com for selling of nutraceutical and ayurvedic products through online portal. This online portal is almost ready and Company will launch this portal in the month of July, 2016.

During the year, Company has also launch OTC product (non-prescription based products) health drink "dip sip" in Southern Gujarat by launching of this Product Company has make their footsteps into FMCG segment also.

### MATERIAL CHANGES

There is no Material changes have occurred between the end of the financial year of the company to which the financial statements related and the date of the report, which is affecting the financial position of the company.

## STATUTORY AUDITORS

The Board proposes the ratification of appointment of M/s Pradeep K. Singhi & Associates., Chartered Accountants, as Auditors of the Company who were appointed as auditors of the Company for three years in the 14<sup>th</sup> Annual General Meeting dated 30/09/2014 subject to ratification at every Annual General Meeting. The Company has received letter from the auditors, that their appointment, if made, would be within the prescribed limits under section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment under section 141 of the Companies Act, 2013. Your Board proposes the ratification of appointment of auditors.

## EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is annexed herewith for your kind perusal and information. **(Annexure 1)**

## COMMENTS ON AUDITOR'S REPORT

The notes referred to in the Auditor Report are self-explanatory and they do not call for any further explanation as required under section 134 of the Companies Act, 2013.

## DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of the directors are liable to retire by rotation, and if eligible offer themselves for re-appointment. Mr. Kamlesh Rajnikant Zota, Whole-time Director of the Company was re-appointed in last Annual General Meeting. In this Annual General Meeting Mr. Manukant Chandulal Zota, Whole-time Director of the Company is liable to retire by rotation and being eligible to offer himself for re-appointment.

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Ketankumar Chandulal Zota	- Managing Director
Mr. Himanshu Muktilal Zota	- Whole-time Director
Mr. Manukant Chandulal Zota	- Whole-time Director
Mr. Kamlesh Rajnikant Zota	- Whole-time Director
Mr. Viral Mandviwala	- Chief Financial Officer
Mr. Ashvin Variya	- Company Secretary

During the year, Company has appointed Mr. Ashvin Variya as a Company Secretary of the Company on 1<sup>st</sup> September, 2015 by the Board.

## MEETING OF THE BOARD OF DIRECTORS:

During the year, there were fourteen Board meetings held. Details of the same are as follows:

Sr. No.	Date of Meeting	Board Strength	No. of Director Present
1	04/04/2015	7	7
2	17/04/2015	7	7
3	03/06/2015	7	7
4	29/06/2015	7	7
5	06/08/2015	7	7
6	07/08/2015	7	7

7	24/08/2015	7	7
8	01/09/2015	7	7
9	08/09/2015	7	7
10	26/09/2015	7	7
11	16/10/2015	7	7
12	24/11/2015	7	7
13	18/01/2016	7	7
14	18/03/2016	7	7

### Deposits

During the year, Company has not accepted any deposits from public within the meaning of the Section 73 of the Companies Act, 2013.

### RELATED PARTY TRANSACTION

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under section 188 of the Companies Act, 2013 entered by the Company during the financial year, were in ordinary course of business and at arm's length basis. Details of the related party transactions made during the year are as per attached **Annexure-2** in form AOC-2 for your kind perusal and information.

### LOANS, GUARANTEES AND INVESTMENT

With reference to Section 134(3)(g) of the Companies Act, 2013, loans, guarantees and investments made under section 186 of the Companies Act, 2013 are as under:

Sr. No.	Date of transaction	Name of the Company	Purpose of Transaction	Amount involved in Transaction
1	Earlier year	Prime Co-op .Bank	Investment in equity shares	100

### CORPORATE SOCIAL RESPONSIBILITY

On recommendation of Corporate Social Responsibility Committee Board has formulated Corporate Social Responsibility Policy and adopted the same. The detailed CSR policy of the Company is available on the website of the Company [www.zotahealthcare.com](http://www.zotahealthcare.com). Details of CSR activities carried out by the Company are as per **Annexure 3**. Corporate Social Responsibility Committee constituted by the Company has met two times during the last year. A detail of the meeting of CSR committee is as follows:

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	31/12/2015	3	3
2	31/03/2016	3	3

### DECLARATION BY INDEPENDENT DIRECTORS

Company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

### NOMINATION AND REMUNERATION COMMITTEE

Company has formulated nomination and remuneration committee comprising three non-executive director. Composition of the Committee is as follows:

Mr. Gaurang Rashmikanth Mehta	-	Chairman & Member
Mr. Mahesh Mavjibhai Prajapati	-	Member
Mr. Saileshkumar Sevantilal Shah	-	Member

During the year, two meetings of the nomination and remuneration committee were held. Details of the Meetings are as follows:

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	29/06/2015	3	3
2	31/08/2015	3	3

#### (i) Term of Reference of the Committee

- 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.
- 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.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
  - 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;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - 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:
- Regularly review the Human Resource function of the Company.
- Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
- Make reports to the Board as appropriate.
- Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
- 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.

#### (ii) Remuneration Policy:

##### (a) Remuneration to Executive Directors:

The remuneration paid to executive directors of the Company is recommended by the Nomination and Remuneration Committee of the Company and then Board of the Company approve in their duly held meeting. The remuneration of executive directors are decided by considering various criteria like qualification, experience, responsibilities, value addition to the Company and financial position of the Company. Board is taking permission of the members if required at any time for paying remuneration to executive directors.

##### (b) Remuneration to Non-Executive Directors:

Company is not paying any remuneration to non-executive and independent directors of the Company.

### AUDIT COMMITTEE:

Pursuant to requirement of Section 177(1) of the Companies Act, 2013 Company has formulated Audit Committee. Composition of the Audit Committee is as follows:

Mr. Saileshkumar Sevantilal Shah - Chairman & Member  
 Mr. Gaurang Rashmikanth Mehta - Member  
 Mr. Himanshu Muktilal Zota - Member

During the year, Audit Committee has met four times details of the same are as follows:

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	29/06/2015	3	3
2	24/08/2015	3	3
3	21/12/2015	3	3
4	15/03/2016	3	3

The term of references of audit committees are to recommend for appointment of statutory auditor, approve related party transactions, examination of financial statements and auditor's report, scrutinize inter corporate loans and investments, evaluation of internal financial control and risk management, review and monitor auditors independence and performance and effectiveness of audit process.

### STAKEHOLDERS SHAREHOLDERS AND INVESTOR GRIEVANCES COMMITTEE

To solve the investors grievances Company has formulated stakeholder's relations Committee. Composition of the Committee is as follows:

Mahesh Mavjibhai Prajapati - Chairman & Member  
 Himanshu Muktilal Zota - Member  
 Manukant Chandulal Zota - Member

During the year, Stakeholder's Relationship Committee has met three times details of the meetings are as follows:

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	29/08/2015	3	3
2	31/12/2015	3	3
3	15/03/2016	3	3

### VIGIL MECHANISM

The Company has established a Vigil Mechanism 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 behavior, actual or suspected fraud or violation of the Company's Code of Conduct or policy.

### RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's business. 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 system and processes, such that our responses to risk remain current and dynamic.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your directors hereby confirm:

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

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 if 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.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING**

With reference to Section 134(3) (m) of the Companies Act, 2013, the details of conservation of energy, technology absorption and foreign exchange earnings are as per **Annexure 4**.

#### **SHARE CAPITAL**

During the year, Company has not issued any shares with different rights, sweat equity shares or employee stock options.

#### **SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

#### **SEXUAL HARASSMENT OF WOMEN**

During the year, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013.

#### **ACKNOWLEDGEMENT:**

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

Place: Surat

Date: 25.07.2016

For the Board of Director

**ZOTA HEALTH CARE LIMITED**

Sd/-

**Ketankumar Chandulal Zota**

Managing Director

DIN:00822594

Sd/-

**Himanshu Muktilal Zota**

Whole-time Director

DIN:01097722

**ANNEXURE 1:**

**FORM MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the Financial Year ended 31.03.2016**

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

I	CIN	U24231GJ2000PLC038352
li	Registration Date	12/07/2000
lii	Name of the Company	Zota Health Care Limited
Iv	Category/ Sub-category of the Company	Public Limited Company
V	Address of the Registered office & Contact detail	Zota House 2/896, Hira Modi Street, Sagrampura, Surat – 395002, Gujarat
Vi	Whether listed Company	No
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. B-302 Sony Apartment, Opp. St d High School, 90 Feet Road, Jarimari, Sakinaka, Mumbai-400072 Ph: No. 022 28520461/462. Fax: 022 28511809 Website: <a href="http://www.satellitecorporate.com">www.satellitecorporate.com</a> email: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a> Tele Fax: 022 28511809

**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

SR. No.	Name and Description of products/ service	NIC Code of the Product/ service	% to total turnover of the Company
1	Whole sale of pharmaceutical and medical goods	46497	90.51
2	Manufacture of allopathic pharmaceutical preparations	21002	9.37

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

[No. of Companies for which information filed]

SR. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Share held	Applicable Sec. of Companies Act, 2013
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None

**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity)**
**i. 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				% Changes during the year
	Dem at	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/HUF		8641541		60.16		8641541		60.16	

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
	Dem at	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
b) Central Govt (S)									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other....									
<b>Sub-total (A) (1):-</b>									
<b>2. Foreign</b>									
a) NRIs – Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
<b>Sub-total (A) (2):-</b>									
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>		8641541		60.16		8641541		60.16	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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)									
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian		21600		0.15		21600		0.15	
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh		1174806		8.18		1174806		8.18	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		4525405		31.51		4525405		31.51	
c) Others (specify)									
<b>Sub-total (B)(2):-</b>									
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>		5721811		39.84		5721811		39.84	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>		14363352		100		14363352		100	

## ii. Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	2115974	14.73%	0	2115974	14.73%	0	0
2	Kamlesh Rajnikant Zota	1379074	9.60%	0	1379074	9.60%	0	0
3	Himanshu Muktilal Zota	2251800	15.68%	0	2251800	15.68%	0	0
4	Manukant Chandulal Zota	2894693	20.15%	0	2894693	20.15%	0	0

## iii. Change in Promoters' Shareholding (Please specify, if there is no change) – No changes

## iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No.	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Manisha K. Zota	1179619	8.21	1179619	8.21
2	Anila K. Zota	1018500	7.09	1018500	7.09
3	Ketankumar Chandulal Zota (HUF)	959040	6.68	959040	6.68
4	Varsha H. Zota	819023	5.70	819023	5.70
5	Manukant Chandulal Zota (HUF)	147691	1.03	147691	1.03
6	Jamnadas Purshottam Chandak	105900	0.74	105900	0.74
7	Vipul M. Shah	37232	0.26	37232	0.26
8	Manthan Chinubhai Shah	32400	0.23	32400	0.23
9	Naitik Chinubhai Shah	32400	0.23	32400	0.23
10	Heli Ritesh Shah	21600	0.15	21600	0.15
10	Chintamani Trading Pvt Ltd	21600	0.15	21600	0.15
10	Vinodchandra Dhirajlal Mehta	21600	0.15	21600	0.15

## v. Shareholding of Directors & Key Managerial Personnel

Sr. No.	Particulars	Particulars	Shareholding at the beginning of the year		Shareholding at the end of 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	2115974	14.73%	2115974	14.73%
2	Kamlesh Rajnikant Zota	WTD	1379074	9.60%	1379074	9.60%
3	Himanshu Muktilal Zota	WTD	2251800	15.68%	2251800	15.68%
4	Manukant Chandulal Zota	WTD	2894693	20.15%	2894693	20.15%
5	Gaurang Rashmikant Mehta	ID	2808	0.020%	2808	0.020%
6	Saileshkumar Sevantilal Shah	ID	2808	0.020%	2808	0.020%
7	Mahesh Mavjibhai Prajapati	ID	0	0	0	0
8	Viral Mandviwala	CFO	1296	0.0090%	1296	0.0090%
9	Ashvin Variya	CS	0	0	0	0

## V. INDEBTEDNESS

(Rs. IN LAKHS)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the year</b>				
I. Principle Amount	324.64	169.41	0.00	494.05
II. Interest due but not paid	0.00	0.00	0.00	0.00
III. Interest accrued but not due	0.00	30.58	0.00	30.58
<b>Total (I+II+III)</b>	324.64	199.99	0.00	524.63
<b>Change in Indebtedness during the financial year</b>				
Additions	0.00	22.65	0.00	22.65
Reduction	-324.64	0.00	0.00	-324.64
<b>Net Change</b>	-324.64	22.65	0.00	301.99
<b>Indebtedness at the end of the financial year</b>				
I. Principle Amount	0.00	198.61	0.00	198.61
II. Interest due but not paid	0.00	0.00	0.00	0.00
III. Interest accrued but not due	0.00	24.03	0.00	24.03
<b>Total (I+II+III)</b>	0.00	222.64	0.00	222.64

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole Time Director and/or Manager

(Rs. IN LAKHS)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD				Total Amount
1.	Gross Salary	Ketankaumar Chandulal Zota (Managing Director)	Kamlesh Rajnikant Zota (Whole Time Director)	Himanshu Muktilal Zota (Whole Time Director)	Manukant Chandulal Zota (Whole Time Director)	
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	9.00	9.00	9.00	9.00	36.00
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
c.	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	No. of Stock option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission					
	As % of profit	NIL	NIL	NIL	NIL	NIL
	Others (specify) 0.1% of domestic turnover	5.84	5.84	5.84	5.84	23.36
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total	14.84	14.84	14.84	14.84	59.36
	Celling as per the Act	Rs.77.24 Lakhs (10% of the net profit calculated as per Section 198 of the Companies Act, 2013)				

### B. Remuneration to other Directors

(Rs. IN LAKHS)

Sr. No.	Particulars	Name of Directors			Total Amount
1.	Independent Directors	Gaurang Rashmikant Mehta	Saileshkumar Sevantilal Shah	Mahesh Mavjibhai Prajapati	
a.	Fees for attending Board/ Committee meetings	NIL			
b.	Commission	NIL			
c.	Others	NIL			
	Total (1)	NIL			
2.	Other Non-Executive Directors	-----	-----	-----	-----
a.	Fees for attending Board/ Committee meetings				
b.	Commission				
c.	Others				

	<b>Total (2)</b>				
	<b>Total (1+2)</b>	NIL			
	<b>Total Managerial Remuneration</b>	NIL			
	<b>Overall Managerial Remuneration</b>	NIL			
	<b>Celling as per the Act</b>	Rs.7.72 Lakhs (1% of the net profit calculated as per Section 198 of the Companies Act, 2013)			

**C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD (Rs. IN LAKHS)**

Sr. No.	Particulars	Key Managerial Personnel		Total
<b>1.</b>	<b>Gross Salary</b>	<b>Viral Mandviwala (CFO)</b>	<b>Ashvin Variya (CS)</b>	
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	4.29	1.42	5.71
b.	Value of perquisites u/s 17(2) of Income Tax Act, 1961	0.00	0.00	0.00
c.	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
<b>2.</b>	<b>No. of Stock option</b>	0	0	0
<b>3.</b>	<b>Sweat Equity</b>	0	0	0
<b>4.</b>	<b>Commission</b>			
	As % of profit	0.00	0.00	0.00
	Others (specify)	0.00	0.00	0.00
<b>5.</b>	<b>Others, please specify</b>	0.00	0.00	0.00
	<b>Total</b>	4.29	1.42	5.71

**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)
<b>A. COMPANY</b>					
Penalty					
Punishment			NONE		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NONE		
Compounding					
<b>C. OTHER OFFICERS</b>					
Penalty					
Punishment			NONE		
Compounding					

**ANNEXURE-2**
**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**

Sr. No.	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
<b>NIL</b>								

**2. Details of material contracts or arrangement or transactions at arm's length basis (Rs.IN LAKHS)**

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient term of the contracts or arrangements or transactions including the value, if any	Date(s) if approval by the Board, if any	Amount paid as advances, if any
1	Jatin A. Zota	Salary	N.A.	0.45 lakhs per month	26.06.2014	
2	Ashokkumar C. Zota	Salary	N.A.	0.50 lakhs per month	26.06.2014	
3	Noral M. Zota	Salary	N.A.	0.45 lakhs per month	26.06.2014	
4	Viren M. Zota	Salary	N.A.	0.45 lakhs per month	26.06.2014	
5	Himanshu M. Zota	Commission	N.A.	5.84 lakhs p.a. 0.1% of domestic turnover	26.06.2014	
6	Kamlesh R. Zota	Commission	N.A.	5.84 lakhs p.a. 0.1% of domestic turnover	26.06.2014	
7	Ketan C. Zota	Commission	N.A.	5.84 lakhs p.a. 0.1% of domestic turnover	26.06.2014	
8	Manukant C. Zota	Commission	N.A.	5.84 lakhs p.a. 0.1% of domestic turnover	26.06.2014	
9	Jatin A. Zota	Commission	N.A.	6.49 lakhs p.a. of Commission on sales	26.06.2014	
10	Niral M. Zota	Commission	N.A.	6.49 lakhs p.a. of Commission on sales	26.06.2014	
11	Viren M. Zota	Commission	N.A.	6.49 lakhs p.a. of Commission on sales	26.06.2014	
12	Himanshu M. Zota	Remuneration	N.A.	0.75 lakhs per month	26.06.2014	

13	Kamlesh R. Zota	Remuneration	N.A.	0.75 lakhs per month	26.06.2014	
14	Ketan C. Zota	Remuneration	N.A.	0.75 lakhs per month	26.06.2014	
15	Manukant C. Zota	Remuneration	N.A.	0.75 lakhs per month	26.06.2014	

### ANNEXURE 3

## REPORT ON CORPORATE SOCIAL RESPONSIBILITY

### 1. Brief outline of the Company's CSR Policy

At Zota, we believe that Health, Education, Water, Livelihood, Environment and Disaster Relief are some of our Key priorities in the area of Corporate Social Responsibility (CSR).

We strive to make good health accessible to the local communities and society at large. With intensive efforts of people who worked behind the scenes to combat diseases by means of active field work and dedicated research and recognition; We help people achieve their rights to good health.

To know more about CSR policy of the Company kindly visit our website [www.zotahealthcare.com](http://www.zotahealthcare.com)

### 2. The Composition of CSR Committee

Himanshu Muktilal Zota	- Chairman & Member
Ketankumar Chandulal Zota	- Member
Gaurang Rashmikant Mehta	- Member

### 3. Average net profit of the Company in last three financial years

Profit before tax for last three years:

2012-13 – Rs.376.86 lakhs

2013-14 – Rs.467.31 lakhs

2014-15 – Rs.634.24 lakhs

Average Net Profit: Rs.492.80 lakhs

### 4. Prescribed CSR Expenditure: Rs.9.85 lakhs

### 5. Details of CSR spent during the financial year

- Total amount to be spent for the financial year: Rs.9.85 lakhs
- Amount unspent, if any: Rs.7.69 lakhs
- Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or program s wise [in Rs.lakhs]	Amount spent on the projects or programs Sub-heads (1) Direct expenditure on projects or programs (2) Over heads [in Rs.lakhs]	Cumulative expenditure up to the reporting period\ [in Rs.lakhs]	Amount spent Direct or through implementing agency
1.	Animal welfare	Environment Protection	Varahi, Gujarat	3.65	Direct=1.65	1.65	Jivdaya Charitable Trust, Varahi, Gujarat

2.	Infrastructure facility to educational institutions	Promoting Education	Radhanpur, Gujarat	0.51	Direct=0.51	0.51	ShriAmarjyot Charitable Trust, Radhanpur, Gujarat
3.	Hold Medical Camps	Promoting Health Care	N.A.	5.69	0.00	0.00	N.A.
Total				9.85		2.16	

#### 6. Company fails to spend two percent of the net profit then reason of the same shall be provided in the Board Report of the Company:

During the year, Company has planned to arrange medical camps at surrounding areas of Surat, Gujarat but due to unavailability of proper implementing agency Company has fails to do so and amount of Rs.7.69 lakhs has been remain unspent from CSR funds of the Company. However, Company shall carry forward all unspent amount in the next year and shall spent all unspent amount in next financial year.

7. We hereby confirm that the implementation and monitoring of CSR Policy is in compliance with Company's CSR objectives and CSR Policy of the Company.

Sd/-  
**Himanshu Muktilal Zota**  
 (Chairman - CSR Committee)  
 DIN:01097722

Sd/-  
**Ketankumar Chandulal Zota**  
 (Member CSR Committee)  
 DIN:00822594

## ANNEXURE – 4

### As per Rule 8 of Companies (Accounts) Rules, 2014

#### A. CONSERVATION OF ENERGY

- (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

NIL

#### B. TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution
- (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

NIL

### **C. FOREIGN EXCHANGE EARNING AND OUTGO**

#### **The Foreign Exchange earning in terms of actual inflows**

Export of goods calculated on FOB basis Export by SEZ unit during the financial year 2015-16 was Rs. 49.52 lakhs

#### **The Foreign Exchange outgo during the year in terms of actual outflows**

Foreign Exchange outgo during the financial year 2015-16 was Rs. 3.98 lakhs

**Pradeep K. Singhi & Associates**  
**Chartered Accountants**

**A/501, President Plaza,  
Near R.T.O., Ring Road,  
Nanpura, SURAT  
Phone: 2472714, 2474954**

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### **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 2016**, 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, 2016;
- (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, 2016 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, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, 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**

**Place : Surat**  
**Date: 25/07/2016**

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

**Pradeep K. Singhi &  
Associates  
Chartered Accountants**

**A/501, President Plaza,  
Near RTO, Ring Road,  
Nanpura, SURAT.  
Phone: 2474714, 2474954**

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### **ZOTA HEALTH CARE LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Annexure - B to the Auditors' Report**

**We have audited the internal financial controls over financial reporting of Zota Health Care Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.**

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Pradeep K. Singhi &  
Associates  
Chartered Accountants**

**Date : 25/07/2016  
Place : Surat**

Sd/-  
**CA. Pradeep Kumar Singhi  
Partner  
M. No. 200/24612  
Firm Reg. No. 126027W**

**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, 2016 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**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Auditors Remark</b>
(i)	(a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	The Company has maintained proper records showing full particulars, including quantitative details and situation 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;	According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year at reasonable intervals. As explained to us, no material discrepancies were noticed as compared to the books records, on such physical verification.
	(c) Whether title deeds of immovable properties are held in the name of the company. If not, provide details thereof.	According to the information and explanations given to us, all the immovable properties are in the name of the company.
(ii)	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed	As explained to us, inventory of the Company has been physically verified during the year by the management at regular intervals. No material discrepancies were noticed as compared to the books records, on such physical

	and if so, how they have been dealt with in the books of account;	verification.
(iii)	Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013. If so,	As per the information and explanations given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013.
	(a) Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	N.A.
	(b) Whether receipt of the principal amount and interest are regular. If not provide details thereof; and	N.A.
	(c) If overdue amount is more than rupees five lakhs, whether reasonable steps have been taken by the company for recovery of the principal and interest;	N.A.
(iv)	In respect of loans, investments and guarantees, whether provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide details thereof.	As per the information and explanations given to us, the company has complied provisions of Sec-185 & Sec-186 of the Companies Act, 2013.
(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, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions 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,	According to the information and explanations given to us, the Company has not accepted deposits from the public and the other security deposits accepted are not considered as deposits as per section 73 to 76. Accordingly, the provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed thereunder have been complied with.

	whether the same has been complied with or not?	
(vi)	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained;	According to the information & explanation given to us, cost records has been maintained by the company as prescribed under sub section (1) of section 148 of the Companies Act, 2013.
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-Lax, , service tax, duty of customs, duty of excise, value added tax, 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.	According to the information and explanations given to us and according to the records, the Company has generally been regular in depositing undisputed statutory dues with appropriate authorities during the year. According to the and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.
	(b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax 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 be treated as a dispute).	According to the information and explanations given to us and the statutory examination of the records, there are no disputed dues which have not been deposited on account of Disputed matters pending before the appellate authorities.
(viii)	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 (in case of banks and financial institutions, lender wise details to be	In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to the bank or financial institutions during the year.

	provided).	
(ix)	Whether moneys raised by way of public issue/ follow-on offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays / default and subsequent rectification, if any, as may be applicable, be reported;	According to the information and explanations given to us, no money was raised by way of public issue and term loans.
(x)	Whether any fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year; if yes, the nature and the amount involved be indicated.	According to the information and explanations given to us, no fraud has been noticed or reported during the year by the company or on the company.
(xi)	Whether managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	According to information given to us managerial remuneration has been paid in accordance with the provisions of section 197 read with schedule V of the Companies Act, 2013.
(xii)	Whether the Nidhi Company has complied with the Net Owned Fund in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining 10% liquid assets to meet out the unencumbered liability.	Not Applicable
(xiii)	Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the accounting standards and Companies Act, 2013.	According to the information given to us all transactions with the related parties are in compliance with Section 188 and 177. Also, the details of the related party transactions have been disclosed in the Financial Statements as required by the accounting standards and the Companies Act, 2013.

(xiv)	Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 of the Companies Act, 2013 have been complied and the amount raised have been used for the purposes for which the funds were raised. If not, provide details thereof.	According to the information and explanations given to us, the company has not issued shares.
(xv)	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with.	According to the information and explanations given to us and according to the records, the company has not entered into any non-cash transactions with directors or persons connected with him.
<div style="display: flex; justify-content: space-between;"> <div data-bbox="228 1192 459 1255"> <p><b>Date : 25/07/2016</b> <b>Place : Surat</b></p> </div> <div data-bbox="1057 978 1433 1293" style="text-align: right;"> <p><b>Pradeep K. Singhi &amp; Associates</b> <b>Chartered Accountants</b></p> <p>sd/ <b>CA. Pradeep Kumar Singhi</b> <b>Partner</b> <b>M. No. 200/24612</b> <b>Firm Reg. No. 126027W</b></p> </div> </div>		

ZOTA HEALTH CARE LIMITED				
Balance Sheet as at 31st March, 2016				
	Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I.	EQUITY AND LIABILITIES			
(1)	Shareholder's Funds			
	(a) Share Capital	C-03	143,633,520.00	143,633,520.00
	(b) Reserves and Surplus	C-04	70,784,862.67	39,566,180.94
	(c) Money received against Share Warrants		-	-
(2)	Share Application Money pending allotment		-	-
(3)	Non-Current Liabilities			
	(a) Long-Term Borrowings	C-05	22,263,751.00	22,215,075.00
	(b) Deferred Tax Liabilities (Net)		1,634,256.00	2,410,339.00
	(c) Other Long Term Liabilities		-	-
	(d) Long-Term Provisions	C-06	3,371,472.00	-
(4)	Current Liabilities			
	(a) Short-Term Borrowings	C-07	-	30,248,029.12
	(b) Trade Payables		146,044,557.83	117,124,696.47
	(c) Other Current Liabilities	C-08	3,978,851.39	5,345,409.74
	(d) Short-Term Provisions	C-09	48,803,882.65	43,293,596.22
	TOTAL		440,515,153.54	403,836,846.49
II.	ASSETS			
(1)	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	M-10&S-07	63,783,136.20	70,880,150.70
	(ii) Intangible Assets	M-11	8,499,860.68	11,462,693.52
	(iii) Capital work-in-progress	M-12	11,317,943.00	-
	(iv) Intangible assets under development		-	-
				822,296.00
	(b) Non-Current Investments	C-10	887,741.00	-
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long-Term Loans and Advances	C-11	1,075,269.00	1,075,269.00
	(e) Other Non-Current Assets		-	-
(2)	Current Assets			
	(a) Current Investments		-	-
	(b) Inventories	C-12	163,324,843.37	176,226,407.68
	(c) Trade Receivables	C-13	157,763,882.21	116,904,558.27
	(d) Cash and Cash Equivalents	C-14	7,561,817.36	1,637,673.32
	(e) Short-Term Loans and Advances	C-15	25,176,909.00	19,738,199.90
	(f) Other Current Assets	C-16	1,123,751.72	5,089,598.10
	TOTAL		440,515,153.54	403,836,846.49
See accompanying notes to the financial statements				
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	
Sd/- Company Secretary Ashvin Variya	Sd/- Chief Financial Officer Viral Mandviwala			
Date :- 25-07-2016				
Palace :- Surat				

ZOTA HEALTH CARE LIMITED				
Profit & Loss Statement for the year ended 31st March, 2016				
	Particulars	Note No.	Year Ended 31st March, 2016	Year Ended 31st March, 2015
I.	Revenue from Operations	C-17	647,332,686.86	564,633,649.21
II.	Other Incomes	C-18	768,563.53	143,936.88
V.	<b>Total Revenue</b>		<b>648,101,250.39</b>	<b>564,777,586.09</b>
VI.	<b>Expenses:</b>			
	Cost of Materials Consumed:	C-19	35,945,293.34	25,954,852.80
	Purchases of Stock-in-Trade		372,891,117.45	395,568,236.76
	Changes in Inventories of Stock-in-Trade	C-20	12,556,884.31	(53,489,094.92)
	Work-in-Progress and Stock-in-Trade			
	Employee Benefit Expenses	C-21	53,871,717.00	45,065,032.00
	Finance Costs	C-22	6,833,728.57	6,648,053.02
	Depreciation and Amortization Expense	M-10 & M-11 & S-07	12,346,663.00	15,060,299.00
	Other Expenses	C-23	76,414,244.99	66,546,090.20
VII.	<b>Total Expenses</b>		<b>570,859,648.66</b>	<b>501,353,468.86</b>
VIII.	Profit before Exceptional and Extraordinary Items and Tax (V - VII)		77,241,601.73	63,424,117.23
IX.	Exceptional Items		-	-
X.	Profit before Extraordinary Items and Tax (VIII - IX)		77,241,601.73	63,424,117.23
XI.	Extra Ordinary Items		-	-
XII.	Profit before Tax (X - XI)		77,241,601.73	63,424,117.23
XIII.	Tax Expense:			
	(1) Current tax		26,685,491.00	21,933,692.00
	(1.1) I.T. & DD Tax Provision Created Short/ excess		239,292.00	141,826.00
	(2) Provision for Deferred Tax		776,083.00	1,318,950.00
XIV.	Profit/ (Loss) for the period from Continuing Operations (XII - XIII)		51,092,901.73	42,667,549.23
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)		51,092,901.73	42,667,549.23
	Earnings Per Equity Share			
	(1) Basic		3.56	2.97
	(2) Diluted			
<b>See accompanying notes to the financial statements For and on behalf of the Board</b>			<b>Pradeep K. Singhi &amp; Associates Chartered Accountants</b>	
Sd/- (Director) <b>Himanshu M. Zota</b> (Din : 01097722) 34, Ichhanath Umra, Surat.	Sd/- (Director) <b>Ketankumar C. Zota</b> (Din : 00822594) 8D, Lal Bunglow, Athwalines, Surat.,		Sd/- <b>CA. Pradeep Kumar Singhi</b> Partner M. No. 200/24612 Firm No. 126027W	
Sd/- <b>Company Secretary</b> <b>Ashvin Variya</b>	Sd/- <b>Chief Financial Officer</b> <b>Viral Mandviwala</b>			
<b>Date :- 25-07-2016</b>				
<b>Palace :- Surat</b>				

**ZOTA HEALTH CARE LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016**

	PARTICULARS		Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
	Net Profit before tax & extraordinary items		77,241,602	63,424,117.23
	Add: Adjustment for			
	Depreciation		12,346,663	15,060,299.00
	Interest on Unsecured loan		2,569,841	3,207,107.00
	Interest on Term loan		3,814,598	3,081,087.00
			<b>95,972,703.73</b>	<b>84,772,610.23</b>
	Less: Adjustment for			
	Interest on Fixed Deposits		(72,717)	(68,874.00)
	Interest on GEB Deposits		(70,893)	(75,062.88)
	Profit on sale of fixed assets		(75,250)	
			<b>(218,859.72)</b>	<b>(143,936.88)</b>
	<b>Operating Profit before working capital changes</b>		<b>95,753,844.01</b>	<b>84,628,673.35</b>
	Add / (Less):			
	Increase / (Decrease) in Trade Payables		28,919,861	15,005,860.83
	Increase / (Decrease) in Short Term Provision		5,510,286.43	10,839,437.51
	Increase / (Decrease) in Short Term Borrowings		(30,248,029)	19,994,882.47
	Increase / (Decrease) in Long Term Provisions		3,371,472	-
	Increase / (Decrease) in Current Liabilities		(1,366,558)	1,745,074.74
	(Increase) / Decrease in Trade Receivables		(40,859,324)	(10,114,330.62)
	(Increase) / Decrease in Loans & Advances		(5,438,709)	(3,479,911.90)
	(Increase) / Decrease in Inventories		129,015,643.31	(50,948,383.92)
	(Increase) / Decrease in Other Current Assets		39,658,463.38	933,819.12
	<b>Changes in Working Capital</b>		<b>(23,243,590.03)</b>	<b>(16,023,551.77)</b>
	<b>Cash generated from operation</b>		<b>72,510,253.98</b>	<b>68,605,121.58</b>
	Less: Taxes paid		(26,924,783.00)	(22,075,518.00)
	<b>Net Cash from Operating Activities</b>	<b>(A)</b>	<b>45,585,470.98</b>	<b>46,529,603.58</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			-
	Add: Adjustment for			
	Sale of Fixed Assets		320,000.00	-
	Decrease in Long Term Loans & Advances		-	55,575.73
	Interest on Fixed Deposits		72,717.00	68,874.00
	Interest on GEB Deposits		70,892.72	75,062.88
			<b>463,609.72</b>	<b>199,512.61</b>
	Less: Adjustment for			
	Addition in Fixed Assets		(13,849,509)	(7,169,612.87)
	Non current Investments Investments		(65,445)	(61,986.00)
	<b>Net Cash used in Investing Activities</b>	<b>(B)</b>	<b>(13,451,343.94)</b>	<b>(7,032,086.26)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			-
	Add: Adjustment for			
	(Decrease)/ Increase in Unsecured Loan		2,264,676	(9,814,496.00)
	(Decrease)/ Increase in Equity Share Capital		-	23,938,920.00
	(Decrease)/ Increase in term loan		(2,216,000)	(5,950,914.00)
			<b>48,676.00</b>	<b>8,173,510.00</b>
	Less: Adjustment for			
	Interest on Unsecured Loan		(2,569,841)	(3,207,107.00)
	Interest on Term Loan		(3,814,598)	(3,081,087.00)
	Proposed Dividend		(14,363,352)	(14,363,352.00)
	Tax on Dividend		(2,924,034)	(2,872,304.00)
	Provision for Gratuity		(2,586,834)	-
	Bonus share issued			(22,692,520.00)
	Bonus shares issued out of Securities premium			(1,246,400.00)
			<b>(26,258,659.00)</b>	<b>(47,462,770.00)</b>

	<b>Net Cash from Financing Activities</b>	<b>( C )</b>	<b>(26,209,983.00)</b>	<b>(39,289,260.00)</b>
	Net Increase in Cash & Cash Equivalents	<b>(A+B+C)</b>	5,924,144.04	208,257.32
	Add: Cash & Cash Equivalents at beginning of period		1,637,673.32	1,429,416.00
	<b>Cash &amp; Cash Equivalents at end of period</b>		<b>7,561,817.36</b>	<b>1,637,673.32</b>

#### AUDITORS REPORT

We have examined the above cash flow statement of the ZOTA HEALTH CARE LIMITED for the year ended 31st March, 2016. 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/- (Director) Himanshu M. Zota (Din : 01097722) 34, Ichhanath Umra, Surat.	Sd/- (Director) Ketankumar C. Zota (Din : 00822594) 8D, Lal Bungalow, Athwalines, Surat.
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Sd/-  
CA. Pradeep Kumar Singhi  
Partner  
M. No. 200/24612  
Firm No. 126027W

Sd/- Company Secretary Ashvin Variya	Sd/- Chief Financial Officer Viral Mandviwala
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Date :- 25-07-2016  
Place :- Surat

## ZOTA HEALTH CARE LIMITED

ASST.YEAR 2016-2017

ACCTT.YEAR 2015-2016

### **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.

#### **3 Tangible & Intangible Assets and Depreciation/ Amortisation**

##### **Tangible Assets and Depreciation:**

- Tangible Assets are stated at the cost of acquisition or construction less depreciation thereon. All costs relating to the acquisition and installation of tangible 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 Written Down Value Method based on the useful lives of assets estimated by the management or the rates provided in Part-C of Schedule-II of the Companies Act, 2013, whichever is higher. Depreciation on additions/ disposals during the year has been provided on pro-rata basis with reference to the nos. of days utilized.

##### **Intangible Assets and Amortisation**

- Intangible assets are stated at cost of acquisition or construction less accumulated amortisation and impairment losses if any.
- Intangible assets are amortised over their estimated useful economic life. The estimated useful life of intangible assets is as follows:

- |                         |          |
|-------------------------|----------|
| 1. Brands/ Trademark    | 10 Years |
| 2. Copyrights & Patents | 10 Years |

#### 4 **Borrowing Costs:**

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

#### 5 **Investments:**

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

#### 6 **Inventories:**

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

#### 7 **Foreign Currency Translations:**

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

#### 8 **Retirement Benefits:**

##### - **Defined contribution Plan**

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

##### - **Defined Benefit Plan**

Employee Gratuity Fund Scheme is the Defined Benefit Plan. Provision for gratuity has been made from this financial year onwards.

#### 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, 2016**. 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.

**11 Cash Flow:**

- Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, demand deposits with banks and other short-term highly liquid investments / deposits with an original maturity of three months or less.
- Cash Flow Statement has been prepared both in pursuance of the Companies Act, 2013 and as per Accounting Standard-3.

ZOTA HEALTH CARE LIMITED				
Annexures to the Balance Sheet				
PARTICULARS	As at 31st March, 2016	As at 31st March, 2015		
<b>NOTE # C-03</b>				
<b>Share Capital :</b>				
<b>Authorised Share Capital</b> 15000000 Equity Shares of Rs. 10/- each (Pre. Yr. 15000000 Equity Shares of Rs. 10/- each)	150,000,000.00	150,000,000.00		
<b>Issued, Subscribed and Paid up</b> 14363352 Equity Shares of Rs. 10/- each (Pre. Yr. 14363352 Equity Shares of Rs. 10/- each)	143,633,520.00	143,633,520.00		
	143,633,520.00	143,633,520.00		
<b>A Reconciliation of the number of shares at the beginning &amp; end of the Reporting Period :</b>				
<b>Authorised Shares</b>	<b>No. of Shares</b>			
	<b>31st March, 2016</b>	<b>31st March, 2015</b>		
Previous Year	15,000,000.00	15,000,000.00		
Increased by	-	-		
Current Year	15,000,000.00	15,000,000.00		
<b>Issued, Subscribed and fully paid</b>	<b>No. of Shares</b>			
	<b>31st March, 2016</b>	<b>31st March, 2015</b>		
Number of shares at the beginning	14,363,352.00	11,969,460.00		
Add : Addition during the year [Bonus]	-	2,393,892.00		
Number of shares at the end	14,363,352.00	14,363,352.00		
<b>B.Shares held by each shareholder holding more than 5% shares, specifying the number of shares held :</b>				
<b>Name</b>	<b>No. of Shares with Sharing Ratio</b>			
	<b>31st March, 2016</b>		<b>31st March, 2015</b>	
	<b>No. of Share</b>	<b>%</b>	<b>No. of Share</b>	<b>%</b>
Anila K. Zota	1018500	07.09	1018500	07.09
Himanshu M. Zota	2251800	15.68	2251800	15.68
Kamlesh R. Zota	1379074	09.60	1379074	09.60
Ketan C. Zota	2115974	14.74	2115974	14.74
Ketan C. Zota(Huf)	959040	06.68	959040	06.68
Manisha K. Zota	1179619	08.21	1179619	08.21
Manukant C. Zota	2894693	20.15	2894693	20.15
Varsha H. Zota	819023	05.70	819023	05.70
<b>C. Aggregate number and class of shares allotted as fully paid up by way of bonus shares :</b>				
<b>Year</b>	<b>Bonus Equity Shares (No.)</b>			
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			
F.Y. 2015-2016	Nil			
<b>NOTE # C-4</b>				
<b>Reserves and Surplus :</b>				
(a) Securities Premium Reserve				
As per last Balance Sheet	-		1,246,400.00	
Less : Bonus Share Issued	-		1,246,400.00	
	-		-	

ZOTA HEALTH CARE LIMITED Annexures to the Balance Sheet		
PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>NOTE # C-04</b>		
<b>Reserves and Surplus :</b>		
(b) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	39,566,180.94	37,171,136.71
Net Profit Addition during the year	51,092,901.73	42,667,549.23
Less: Proposed Dividend	14,363,352.00	14,363,352.00
Less: Tax on Dividend	2,924,034.00	2,872,304.00
Less : Bonus Share Issued	-	22,692,520.00
Add : Deferred Tax Assets/Liabilities	-	165,373.00
Less : Opening Retain Earning (F.A)	-	509,702.00
Less : Gratuity Expenses	2,586,834.00	-
	70,784,862.67	39,566,180.94
	70,784,862.67	39,566,180.94
<b>NOTE # C-05</b>		
<b>Long-Term Borrowings</b>		
<b>Term Loans</b>		
- From Axis Bank Term Loan (H.O)	-	2,244,581.00
( 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
	-	2,216,000.00
Loans and advances from Related Parties	22,263,751.00	19,999,075.00
	22,263,751.00	22,215,075.00
<b>NOTE # C-06</b>		
<b>Long-Term Provisions</b>		
Gratuity Payable	3,371,472.00	-
	3,371,472.00	-
<b>NOTE # C-07</b>		
<b>Short-Term Borrowings</b>		
<b>Other Loans and Advances</b>		
- Cash Credit Facilities (Axis Bank)	-	30,248,029.12
( 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)		
	-	30,248,029.12
<b>NOTE # C-08</b>		
<b>Other Current Liabilities</b>		
Interest Accrued and Due on Borrowings	-	28,581.00
Provision for Central Sales Tax	605,461.00	723,327.00
Provision for TDS payable	1,023,906.00	782,342.00
<b>Other Payables</b>		
Advance from Customers	2,349,484.39	3,811,159.74
	3,978,851.39	5,345,409.74

ZOTA HEALTH CARE LIMITED Annexures to the Balance Sheet		
PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>NOTE # C-09</b>		
<b>Short-Term Provisions</b>		
<b>Provision for Employee Benefits</b>		
Employees Professional Tax	181,190.00	92,050.00
ESI Payable	68,074.00	60,011.00
Provident Fund Payable	236,959.00	217,460.00
Remuneration Payable	235,200.00	194,200.00
Salary Expense Payable	3,879,741.00	3,330,523.00
<b>Others</b>		
Expenses payable	229,841.65	230,004.22
Provision for Income Tax	26,685,491.00	21,933,692.00
Provision for Proposed Dividend	14,363,352.00	14,363,352.00
Provision for Dividend Distribution Tax	2,924,034.00	2,872,304.00
	48,803,882.65	43,293,596.22
<b>NOTE # C-10</b>		
<b>Non-Current Investments</b>		
<b>Investments in Equity Instruments</b>		
Prime Co Op Bank (Non-Trade Investment)	100.00	100.00
<b>Other Investment</b>		
Axis Bank Fixed Deposit	887,641.00	822,196.00
	887,741.00	822,296.00
<b>NOTE # C-11</b>		
<b>Long-Term Loans and Advances</b>		
<b>Security Deposits</b>		
Dakshin Gujarat Vij Co Ltd	1,058,269.00	1,058,269.00
Gas Indian Oil(Mitali Gas)	3,000.00	3,000.00
GS1 India	2,000.00	2,000.00
NSDL Database Management System	12,000.00	12,000.00
	1,075,269.00	1,075,269.00
<b>NOTE # C-12</b>		
<b>Inventories</b>		
Raw Materials	5,768,163.00	6,109,673.00
Work-in-Progress	919,331.00	922,501.00
Finished Goods	3,171,282.00	9,036,445.00
Stock-in-Trade (in respect of goods acquired for trading)	150,319,917.66	157,622,523.02
<b>Others</b>		
Promotional Material	2,522,127.36	1,938,806.41
Printing & Stationery Materials	398,325.90	299,246.25
Packing Materials	225,696.45	297,213.00
	163,324,843.37	176,226,407.68
<b>Mode of Valuation.</b>		
Raw Materials : Valued at Cost.		

ZOTA HEALTH CARE LIMITED Annexures to the Balance Sheet		
PARTICULARS	As at 31st March, 2016	As at 31st March, 2015
<b>Inventories</b> <b>Mode of Valuation.</b> 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.		
<b>NOTE # C-13</b>		
<b>Trade Receivables</b> Unsecured, Considered Good - Outstanding for a period exceeding six months - Others	20,865,869.45 136,898,012.76	18,148,350.07 98,756,208.20
	157,763,882.21	116,904,558.27
<b>NOTE # C-14</b>		
<b>Cash and Cash Equivalents</b> <b>Balance with Banks</b> Axis Bank Ltd State Bank Of India Axis Bank Ltd-SEZ Axis Bank Cash Credit Facilities Cash on Hand Cash on Hand-SEZ	4,362,888.00 346,109.51 76,840.64 2,540,776.21 195,308.00 39,895.00	851,862.00 471,792.51 252,575.81 - 42,615.00 18,828.00
	7,561,817.36	1,637,673.32
<b>NOTE # C-15</b>		
<b>Short-Term Loans and Advances</b> <b>Others</b>  Advance to Creditors/ Suppliers Advance Income Tax Advance to Employee S.K. Enterprises TDS Receivable	18,906.00 25,000,000.00 143,642.00 - 14,361.00	15,235.90 19,500,000.00 208,570.00 - 14,394.00
	25,176,909.00	19,738,199.90
<b>NOTE # C-16</b>		
<b>Other Current Assets</b>  Prepaid Insurance Premium Income Tax Refund (F.Y.-13-14) Income Tax Refund (F.Y.-12-13) Income Tax Refund (F.Y.-11-12) Interest Subsidy (District Industrial Centre ) Prepaid Office Equipment Dakshin Gujarat Vij Co Ltd Interest Receivable <b>Miscellaneous Expenditure</b> Opening Balance of Pre-Op. Expenses Less : Written of 1/5 Transfer to Profit & Loss A/c	106,220.00 595,084.00 - 236,395.00 122,249.00 - 63,803.72 644,962.03 644,962.03 -	114,363.00 595,084.00 3,298,875.19 236,395.00 122,249.00 10,113.00 67,556.88 1,289,922.03 644,960.00 644,962.03
	1,123,751.72	5,089,598.10

ZOTA HEALTH CARE LIMITED		
Annexures to the Profit & Loss Statement		
PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>NOTE # C-17</b>		
<b>Revenue From Operations</b>		
Sale of Products	644,814,408.27	564,633,649.21
<b>Other Operating Revenues</b>		
Vatavkasar	2,518,278.59	-
	<b>647,332,686.86</b>	<b>564,633,649.21</b>
<b>NOTE # C-18</b>		
<b>Other Incomes</b>		
<b>Interest Income</b>		
Income Tax Refund –Interest	468,504.81	-
Bank FD Interest	72,717.00	68,874.00
Interest Income For. GEB Deposit	70,892.72	75,062.88
<b>Other Non-Operating Income</b>		
Profit on Sale of Fixed Assets	75,250.00	-
Foreign Exchange Profit/Loss	81,199.00	-
	<b>768,563.53</b>	<b>143,936.88</b>
<b>NOTE # C-19</b>		
<b>Cost of Materials Consumed:</b>		
Raw Materials		
Opening Stock	7,032,174.00	9,572,885.00
Add: Purchase Less Return	35,600,613.34	23,414,141.80
	<b>42,632,787.34</b>	<b>32,987,026.80</b>
Less: Closing Stock	6,687,494.00	7,032,174.00
	<b>35,945,293.34</b>	<b>25,954,852.80</b>
<b>NOTE # C-20</b>		
<b>Changes in Inventories of Stock-in-Trade</b>		
Opening Stock	169,194,233.68	115,705,138.76
Less: Closing Stock	156,637,349.37	169,194,233.68
	<b>12,556,884.31</b>	<b>(53,489,094.92)</b>
<b>NOTE # C-21</b>		
<b>Employee Benefit Expenses</b>		
Salaries and Wages and Bonus	21,508,918.00	18,312,016.00
Director's Remuneration and Commission	5,936,000.00	5,740,000.00
<b>Contribution to PF and Other Funds</b>		
EPF-Employer Contribution	1,298,964.00	1,106,004.00
ESI-Employer Contribution	589,881.00	546,628.00
Gratuity Expenses	784,638.00	-
<b>Staff Welfare Expenses</b>		
Travelling & Misc. Conveyance Expenses	8,793,499.00	7,206,227.00
Travelling & Vehical Conveyance Expenses	3,133,025.00	2,877,354.00
Education Allowance	1,066,213.00	917,247.00
HRA Allowance	8,136,223.00	6,848,015.00
Kit Allowance	916,913.00	560,596.00
Staff Welfare Expenses	107,514.00	129,291.00

ZOTA HEALTH CARE LIMITED		
Annexures to the Profit & Loss Statement		
PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>Staff Welfare Expenses</b>		
Special Allowance	209,308.00	16,122.00
Uniform Allowance	388,460.00	228,771.00
Washing Allowance	293,351.00	147,801.00
Production Incentive	264,528.00	98,672.00
Leave Encashment Allowance	444,282.00	330,288.00
	53,871,717.00	45,065,032.00
<b>NOTE # C-22</b>		
<b>Finance Costs</b>		
Bank Charges	438,785.57	358,457.02
Bank Interest	3,814,598.00	3,081,087.00
Interest On TDS	10,129.00	1,276.00
Interest On Unsecured Loans	2,569,841.00	3,207,107.00
Other Interest (CST Interest)	375.00	126.00
	6,833,728.57	6,648,053.02
<b>NOTE # C-23</b>		
<b>Other Expenses</b>		
<b>Direct Expenses</b>		
Freight On Purchases	281,549.86	191,958.26
Lab Testing Expenses	365,600.00	324,978.00
Packing Materials Expenses	3,054,006.00	2,637,347.80
Purchase Tax	4,129,977.77	4,352,239.67
Transportation Expense	12,919,127.00	12,484,288.00
Vat Expenses	890,044.31	866,064.00
Power and Fuel Expenses	2,171,826.62	1,616,821.73
Factory Maintenance Expenses	1,086,290.11	838,763.00
Water Charges	87,662.00	71,982.00
Diesel Expense for Boiler	690,070.00	616,740.00
	25,676,153.67	24,001,182.46
<b>Administrative and General Expenses</b>		
Audit and Consultancy Fees	330,000.00	328,000.00
Clearing and Forwarding Charges	377,665.00	104,274.00
Commission Expense	30,000.00	-
Computer Repairs and Maintenance Expenses	310,625.00	221,108.00
Professional Fess /Consultancy Charges	3,852,134.25	2,875,935.00
Cylinder Charges	23,800.00	30,674.00
Diesel Expenses	106,900.00	130,900.00
Entry Tax	199,637.00	181,980.00
Electricity Light Bill Expenses	628,347.00	563,370.00
Foreign Exchange Rate Profit/Loss	-	72,171.71
Insurance Premium	438,885.30	527,808.00
Legal Expense	294,656.00	65,765.00
Lodging and Boarding Expense	252,653.00	272,319.00
Membership Fees	16,236.00	-
Damaged / Loss in Transit Goods	1,211.00	99,834.00

ZOTA HEALTH CARE LIMITED		
Annexures to the Profit & Loss Statement		
PARTICULARS	Year Ended 31st March, 2016	Year Ended 31st March, 2015
<b>Administrative and General Expenses</b>		
Municipal Tax	416,893.00	412,826.00
Office Equipment Maintenance	147,517.00	117,570.00
Office/ Factory Miscellaneous Expense	1,202,070.00	938,690.00
PF Fund Administration Charges	146,506.00	144,614.00
Post And Courier Charges	3,132,248.00	2,756,336.00
Preliminary Expenses	644,962.03	644,960.00
Printing and Stationery Expense	2,022,418.00	2,272,526.00
Product Approval Charges	310,730.44	110,917.27
Professional Tax	2,440.00	2,640.00
Service Charges	353,274.00	306,646.00
Shop Maintenance Expense	92,171.00	88,918.00
Telephone and Mobile Bill Expense	355,555.59	336,948.78
Trademark Expense	114,025.00	199,911.00
Travelling Expense	1,276,809.65	1,256,552.42
Vehicle Maintenance Expense	-	14,410.00
Website Renewal Charges	279,771.10	291,119.93
VatavKasar & Rate Difference Expenses	-	410,081.34
Charity and Donation Expense	221,000.00	249,000.00
	17,581,140.36	16,028,805.45
<b>Selling and Distribution Expenses</b>		
Advertisement Expense	4,293,801.00	2,159,274.00
Cash and Trade Discount	4,053,181.99	4,447,618.50
Commission on Sales	8,512,713.00	7,463,211.00
Freight on Sales	3,266,446.97	3,637,251.37
Promotional Expenses	10,821,882.00	5,704,281.42
Turnover Cash Discount	1,808,193.00	2,722,312.00
Sales Incentive	400,733.00	382,154.00
	33,156,950.96	26,516,102.29
	76,414,244.99	66,546,090.20

## ZOTA HEALTH CARE LIMITED

## NOTE # M-10 Non-Current Assets

ASST. YEAR 2016-17

ACCT. YEAR 2015-16

Tangible Assets as on 31st March 2016.

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2015	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2016	UPTO 01.04.2015	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2015
1	<b>Land</b>										
	Plot at Bhagvatinagar with Construction	1,428,606	-	-	1,428,606	-	-	-	-	1,428,606	1,428,606
	Plot Land (Hojliwala Industrial area)	322,873	-	-	322,873	-	-	-	-	322,873	322,873
	BhagvanAlyappa Complex (non us)	6,610,333	-	-	6,610,333	-	-	-	-	6,610,333	6,610,333
2	<b>Buildings</b>										
	BhagvanAiyappa Complex (office)	12,160,384	-	-	12,160,384	2,607,560	470,518	-	3,078,078	9,082,306	9,552,824
	Zota House B-First Floor	600,000	-	-	600,000	170,710	21,021	-	191,731	408,269	429,290
	Zota House A-First Floor	550,646	-	-	550,646	156,130	19,328	-	175,458	375,188	394,516
	Zota House A-Ind Floor & B-First Fl.	600,000	-	-	600,000	180,755	20,732	-	201,487	398,513	419,245
	Zota House B-Gr. Floor	309,000	-	-	309,000	117,886	9,376	-	127,262	181,738	191,114
	Zota House B-Ind Floor	410,480	-	-	410,480	91,806	15,531	-	107,337	303,143	318,674
3	<b>Office Equipments</b>					-			-		
	Air Conditioners	597,270	-	-	597,270	330,233	53,795	-	384,028	213,242	267,037
	Elevator (Lift)	1,145,450	-	-	1,145,450	300,206	155,842	-	456,048	689,402	845,244
	Hydraulic Hand Pallet Truck (Trolley)	15,525	-	-	15,525	10,405	1,076	-	11,481	4,044	5,120
	Kirloskar Green Genset	335,000	-	-	335,000	185,224	29,467	-	214,691	120,309	149,776
	Platform Trolley	61,548	-	-	61,548	24,193	7,286	-	31,479	30,069	37,355
	Strapping Machine	145,475	-	-	145,475	79,239	13,507	-	92,746	52,729	66,236
	Tea Vending Machine	19,890	-	-	19,890	13,294	1,389	-	14,683	5,207	6,596
	Tripod Stand	4,500	-	-	4,500	2,696	373	-	3,069	1,431	1,804
	Wireless Tower	26,250	-	-	26,250	17,433	1,868	-	19,301	6,949	8,817
	Colour Television	14,607	-	-	14,607	11,999	551	-	12,550	2,057	2,608

	Epabx Instrument	61,900	-	-	61,900	35,187	5,319	-	40,506	21,394	26,713
	Inverter	8,320	-	-	8,320	6,588	366	-	6,954	1,366	1,732
	Light Arrestor with Earthing	8,500	-	-	8,500	5,929	518	-	6,447	2,053	2,571
	Sony Projector	87,600	-	-	87,600	60,452	5,536	-	65,988	21,612	27,148
	Telephone Instrument	87,869	37,500	-	125,369	25,759	15,977	-	41,736	83,633	62,110
	Water Cooler	58,387	-	-	58,387	35,361	4,494	-	39,855	18,532	23,026
	Water Purifier	19,180	-	-	19,180	5,962	2,446	-	8,408	10,772	13,218
	Misc.Office Equipment	516,535	70,529	-	587,064	250,755	131,847	-	382,602	204,462	265,780
4	<b>Furniture &amp; Fixtures</b>	3,804,012	-	-	3,804,012	2,562,445	368,680	-	2,931,125	872,887	1,241,567
5	<b>Computers</b>	3,432,609	771,428	-	4,204,037	2,467,566	943,293	-	3,410,859	793,178	965,043
6	<b>Tempo Vehicle (Tata Ace)</b>	420,000	-	420,000	-	166,023	9,227	175,250	-	-	253,977
	<b>TOTAL</b>	<b>33,862,748.90</b>	<b>879,456.50</b>	<b>420,000</b>	<b>34,322,205</b>	<b>9,921,796</b>	<b>2,309,363</b>	<b>175,250</b>	<b>12,055,909</b>	<b>22,266,296.40</b>	<b>23,940,952.90</b>
	<b>PREVIOUS YEAR</b>	<b>28,904,091.00</b>	<b>4,958,657.90</b>	<b>-</b>	<b>33,862,748.90</b>	<b>7,459,079.00</b>	<b>2,243,856.00</b>	<b>218,861.00</b>	<b>9,921,796.00</b>	<b>23,940,952.90</b>	<b>21,445,012.00</b>

**NOTE # M-11 Non-Current Assets**
**Intangible Assets as on 31st March 2016.**

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2015	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2016	UPTO 01.04.2015	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2015
1	Brands/ Trademarks	27,577,195	457,864	-	28,035,059	17,047,297	3,152,843	-	20,200,140	7,834,919.41	10,529,898.25
2	Copyrights and Patents	1,915,851	-	-	1,915,851	983,056	267,854	-	1,250,910	664,941	932,795.27
	<b>TOTAL</b>	<b>29,493,046.52</b>	<b>457,864.16</b>	<b>-</b>	<b>29,950,910.68</b>	<b>18,030,353</b>	<b>3,420,697</b>	<b>-</b>	<b>21,451,050</b>	<b>8,499,860.68</b>	<b>11,462,693.52</b>
	<b>PREVIOUS YEAR</b>	<b>28,807,386.55</b>	<b>685,659.97</b>	<b>-</b>	<b>29,493,046.52</b>	<b>13,481,032.00</b>	<b>4,549,321.00</b>	<b>-</b>	<b>18,030,353.00</b>	<b>11,462,693.52</b>	<b>15,326,354.55</b>

**NOTE # M-12 Capital Work-in Progress**
**Capital Work-in Progress as on 31st March, 2016**

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2015	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2016	UPTO 01.04.2015	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2015
1	BhagvanAiyappa Complex (Office)	-	8,900,577	-	8,900,577	-	-	-	-	8,900,577	-
2	Elevator (Lift)	-	215,225	-	215,225	-	-	-	-	215,225	-
3	Furniture & Fixtures	-	1,756,425	-	1,756,425	-	-	-	-	1,756,425	-
4	Air Conditioners	-	376,000	-	376,000	-	-	-	-	376,000	-
5	Zota House B-Gr. Floor	-	69,716	-	69,716	-	-	-	-	69,716	-
	<b>TOTAL</b>	<b>-</b>	<b>11,317,943.00</b>	<b>-</b>	<b>11,317,943.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,317,943.00</b>	<b>-</b>

## ZOTA HEALTH CARE LIMITED

## NOTE # S-07 Non-Current Assets

## Special Economic zone

ACCTT.YEAR- 2015-2016

## Tangible Assets as on 31st March 2016

S.NO.	PARTICULARS					DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2015	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2016	UPTO 01.04.2015	FOR THE YEAR	ADJUSTMEN T	UPTO 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2016	NET CARRYING AMOUNT AS ON 31.03.2015
1	Land	7,350,000	-	-	7,350,000	-	-	-	-	7,350,000	7,350,000
2	Factory Buildings	13,392,530	107,000	-	13,499,530	4,037,380	432,766	-	4,470,146	9,029,384	9,355,150
3	Plant & Equipment										
	AHC-AC-Ducting	14,154,248	176,378	-	14,330,626	6,703,646	1,448,445	-	8,152,091	6,178,535	7,450,602
	Air Compressor	468,348	39,092	-	507,440	219,012	54,580	-	273,592	233,848	249,336
	Boiler & Its Parts	973,083	62,755	-	1,035,838	449,620	106,281	-	555,901	479,937	523,463
	Capsule DeptMachine	7,348,263	162,400	-	7,510,663	3,423,216	774,151	-	4,197,367	3,313,296	3,925,047
	Generator Set	1,191,102	-	-	1,191,102	531,579	129,503	-	661,082	530,020	659,523
	Lab Instrument	4,576,752	-	-	4,576,752	2,082,080	475,491	-	2,557,571	2,019,181	2,494,672
	Lift (Elevetor)	1,342,368	-	-	1,342,368	649,625	132,451	-	782,076	560,292	692,743
	Misc. Machinery	2,363,223	-	-	2,363,223	1,119,750	238,139	-	1,357,889	1,005,334	1,243,473
	Teblet Section Machines	13,538,886	307,610	-	13,846,496	5,557,285	1,540,905	-	7,098,190	6,748,306	7,981,601
	Water System and Plumbing Work	1,845,790	-	-	1,845,790	892,690	182,272	-	1,074,962	770,828	953,100
	Weight Balances	1,076,732	-	-	1,076,732	518,557	106,704	-	625,261	451,471	558,175
4	Furniture & Fixtures	3,184,180	249,512	-	3,433,692	1,865,119	421,277	-	2,286,396	1,147,296	1,319,061
5	Electric Accessories	3,682,215	-	-	3,682,215	1,768,098	365,781	-	2,133,879	1,548,336	1,914,117
6	Office Equipment	1,156,993	14,498	-	1,171,491	947,623	151,480	-	1,099,103	72,388	209,370
7	Computer	1,432,862	75,000	-	1,507,862	1,373,097	56,377	-	1,429,474	78,388	59,765
	<b>TOTAL</b>	<b>79,077,575</b>	<b>1,194,245</b>	<b>-</b>	<b>80,271,820</b>	<b>32,138,377</b>	<b>6,616,603</b>	<b>-</b>	<b>38,754,980</b>	<b>41,516,840</b>	<b>46,939,198</b>
	<b>PREVIOUS YEAR</b>	<b>77,552,280</b>	<b>1,525,295</b>	<b>-</b>	<b>79,077,575</b>	<b>23,580,414</b>	<b>8,267,122</b>	<b>290,841</b>	<b>32,138,377</b>	<b>46,939,198</b>	<b>53,971,866</b>

## ZOTA HEALTH CARE LIMITED

Signi. Accounting Notes:

ACCTT.YEAR 2015-2016

### NOTE # C-24

#### 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. 29,24,034 for Financial year 2015-2016. During the year under audit, the Company has duly paid dividend declared in financial year 2014-2015 amounting to Rs. 1,43,63,352 and tax on dividend Rs. 28,72,304

##### 2 Earning Per Share:

Particulars	Amount
Net profit attributable to share holder	51,092,902
Number of equity shares	14,363,352
Earning per share of Rs 10 each	3.56

##### 3 Related Party Transactions:

Particulars	Relation	Amount	Pan No.	Nature of Transaction
Himanshu M. Zota	Director	328,038	AABPZ1961G	Interest
Himanshu M. Zota [HUF]	Director Relatives	25,722	AAAHZ0515P	Interest
Induben M. Zota	Director Relatives	637,082	AABPZ9239K	Interest
Kamlesh R. Zota	Director	549,890	AABPZ9457F	Interest
Kamlesh R. Zota [HUF]	Director Relatives	111,808	AAAHZ0480M	Interest
Ketan C. Zota [HUF]	Director Relatives	125,961	AAAHZ0308Q	Interest
Manisha K. Zota	Director Relatives	409,631	AACPZ9800F	Interest
Manukant C. Zota	Director	96,156	AAAPZ7965K	Interest
Nimisha N. Zota	Director Relatives	3,156	AACPZ8254H	Interest
Varsha H. Zota	Director Relatives	115,397	AABPZ1959N	Interest
Jatin A. Zota	Director Relatives	540,000	AACPZ8768Q	Salary
Ashokkumar C. Zota	Director Relatives	600,000	AAAPZ7966L	Salary
NiralM.Zota	Director Relatives	540,000	AABPZ1960H	Salary
Viren M. Zota	Director Relatives	540,000	AAEPZ7934J	Salary
Himanshu M. Zota	Director	584,000	AABPZ1961G	Commission
Kamlesh R. Zota	Director	584,000	AABPZ9457F	Commission
Ketan C. Zota	Director	584,000	AABPZ9238J	Commission
Manukant C. Zota	Director	584,000	AAAPZ7965K	Commission
Jatin A. Zota	Director Relatives	649,000	AACPZ8768Q	Commission
NiralM.Zota	Director Relatives	649,000	AABPZ1960H	Commission
Viren M. Zota	Director Relatives	649,000	AAEPZ7934J	Commission
Himanshu M. Zota	Director	900,000	AABPZ1961G	Remuneration
Kamlesh R. Zota	Director	900,000	AABPZ9457F	Remuneration
Ketan C. Zota	Director	900,000	AABPZ9238J	Remuneration
Manukant C. Zota	Director	900,000	AAAPZ7965K	Remuneration
Viral A. Mandviwala	CFO	396,000	AAAPZ7965K	Salary

##### 4 Deferred Tax :

Particulars	Amount
WDV As Per Companies Act.	72282997
WDV As Per Income Tax Act.	67340140
	4942857
Deferred Tax Liabilities @33.063%	1634257
Opening Liability	2410339
Closing Liability	1634256
Provided In P/Y	-776083

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

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

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

- 8 All known liabilities have been provided for in the books accounts for the year under report.
- 9 The company is not in position to identify the amount of balances due to small-scale industrial (SSI) undertakings in absence of sufficient information from suppliers regarding their status as SSI undertakings.
- 10 Auditor's remuneration and expenses charged to profit and loss account are as under:

Particulars	As at 31st March, 2016	As at 31st March, 2015
As Auditor Remuneration	300,000.00	300,000.00
Service Tax	30,000.00	28,000.00
<b>Total</b>	<b>330,000.00</b>	<b>328,000.00</b>

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

Particulars	As at 31st March, 2016	As at 31st March, 2015
Director's Remuneration	5,936,000.00	5,740,000.00
Perquisite	-	-
<b>Total</b>	<b>3,600,000.00</b>	<b>3,600,000.00</b>

- 12 Value of Imports on CIF Basis :

Particulars	As at 31st March, 2016	As at 31st March, 2015
Import from SEZ unit (India)	-	23,107,429.09
Import from SEZ unit (Outside India)	-	-
<b>Total</b>	<b>-</b>	<b>23,107,429.09</b>

- 13 Value of Export on FOB Basis :

Particulars	As at 31st March, 2016	As at 31st March, 2015
Merchant Export by SEZ Unit	55,302,907.15	28,733,800.39
Export by SEZ Unit	4,952,414.84	815,870.01
<b>Total</b>	<b>60,255,321.99</b>	<b>29,549,670.40</b>

- 14 Expenditure in Foreign Currency

Particulars	As at 31st March, 2016	As at 31st March, 2015
Registration Charges	397,930.44	-
	-	-
<b>Total</b>	<b>397,930.44</b>	<b>-</b>

- 15 Earning in Foreign Exchange at FOB value

Particulars	As at 31st March, 2016	As at 31st March, 2015
Earning	4,952,414.84	815,807.01
<b>Total</b>	<b>4,952,414.84</b>	<b>815,807.01</b>

## 16 Outgoing in Foreign Exchange at CIF value

Particulars	As at 31st March, 2016	As at 31st March, 2015
Outgoing	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 17 Contingent Liabilities for the year under review is Nil.

**Signatures to Notes 1 to 24**
**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

Sd/-  
Company Secretary  
Ashvin Variya

Sd/-  
Chief Financial Officer  
Viral Mandviwala



CIN: U24231GJ2000PLC038352

Registered office: Zota House, 2/896, Hira Modi Street, Sagrapura, Surat-395002

Email: info@zotahealthcare.com Website: www.zotahealthcare.com Tele Fax: 0261 2346415

## ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No		*DP ID	
No. of Shares		*Client ID	

\* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 16<sup>th</sup> Annual General Meeting of the Company held on Saturday, the 27<sup>th</sup> day of August, 2016 at 11:00 a.m. at the registered office of the Company.

Shareholders Signature

### Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.



CIN: U24231GJ2000PLC038352

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

Email: info@zotahealthcare.com Website: www.zotahealthcare.com Tele Fax: 0261 2346415

**Form MGT-11**
**PROXY FORM**

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

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

\*Applicable for holders holding shares in demat/ electronic mode

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: ..... **Or failing him**
3. Name:.....Address:.....  
E-mail ID: .....Signature: .....

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 16th Annual General Meeting of the Company, to be held on Saturday, the 27<sup>th</sup> day of August, 2016 at 11:00 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	For	Against
1 Adoption of Annual Accounts and Auditor's & Director's Report		
2 Declaration of Dividend @ 10%		
3 Re-appointment of Mr. Manukant Chandulal Zota, as whole time director, retire by rotation		
4 Ratification of appointment of M/s Pradeep K. Singhi & Associate as Statutory Auditor of the Company		
5 Increase in authorised share capital of the Company		
6 Issue of shares through Initial Public Offer (IPO)		

Signature of Shareholder

Affix Re. 1  
Revenue Stamp

**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.



CIN: U24231GJ2000PLC038352

Registered office: Zota House, 2/896, Hira Modi Street, Sagrapura, Surat-395002

Email: info@zotahealthcare.com Website: www.zotahealthcare.com Tele Fax: 0261 2346415

## BALLOT FORM

Name of the member(s):	
Registered Address:	
Folio No	
No. of Shares	
*DP ID	
*Client ID	

\* Applicable to holders holding shares in demat/electronic form

I/We hereby exercise my/our vote in respect to 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 right mark (V) at the appropriate box below:

Item No.	Item	Nature of Resolution	Assent (FOR)	Dissent (AGAINST)
1	Adoption of Account	Ordinary		
2	Declaration of dividend @ 10%	Ordinary		
3	Re-appointment of Mr. Manukant Chandulal Zota, as whole time director, retire by rotation	Ordinary		
4	Ratification of appointment of M/s Pradeep K. Singhi & Associate as Statutory Auditor of the Company	Ordinary		
5	Increase Authorised Share Capital	Ordinary		
6	Issue of Shares through Initial Public Offer (IPO)	Special		

Place:

Date:

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Signature of Member

## ELECTRONIC VOTING PARTICULAR

EVSN (E VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/PIN
160804005		

E-Voting shall remain start on Wednesday, 24<sup>th</sup> day of August, 2016 (9.30 a.m.) and will be open till Friday, 26<sup>th</sup> day of August, 2016 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 Wednesday, 24<sup>th</sup> day of August, 2016 and ends on Friday, 26<sup>th</sup> day of August, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> day of August, 2016, 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)