

May 30, 2019

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Outcome of Board Meeting held on Thursday, May 30, 2019

Ref.: Regulation 30 & 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we would like to inform you that the Board of Directors of Zota Health Care Limited (the "Company") in its Meeting held on Thursday, May 30, 2019 at 02:00 P.M. at the registered office of the Company situated at Zota House, 2/896, Hira Modi Street, Sagrampura, Surat – 395002 have, *inter alia*, discussed and approved following businesses:

1. Considered and approved Audited Standalone Financial Results for the half year and year ended on March 31, 2019 and Audited Consolidated Financial Results for the year ended on March 31, 2019 along with Audit Reports thereon. Audit Reports and Financial Results are enclosed herewith (*Annexure – I*).

We would like to inform you that M/s S. R. Somani & Co., Statutory Auditor of the Company, have issued the audit reports with unmodified option. Further, Audited Standalone and Consolidated Financial Results for the period as aforementioned shall be available on the website of the Stock Exchange where the shares of the Company is listed i.e. at www.nseindia.com/emerge and on Company's website at www.zotahealthcare.com

2. Recommended final dividend at the rate of 10 % i.e. Re. 1 per share for the financial year 2018-19, subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
3. Considered and approved appointment of Mrs. Bhumi Maulik Doshi (holding DIN No.: 0008456082) as an additional director to be designated as an Non-Executive Independent director of the Company and subject to approval of members in ensuing Annual General Meeting to hold office for a term of 5 (five) consecutive years commencing from 30th May, 2019.

Registered Office: Brief profile of the appointed director is given in *Annexure II*.

Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat - 395 002 | Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web : www.zotahealthcare.com

Plot no. 169, Surat Special Economic Zone,
Nr. Sachin Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122



4. Considered and approved appointment of Mr. Vitrag Sureshkumar Modi (holding DIN No.: 0008457204) as an additional director to be designated as an Non-Executive Independent director of the Company and subject to approval of members in ensuring Annual General Meeting to hold office for a term of 5 (five) consecutive years commencing from 30th May, 2019. Brief profile of the appointed director is as per *Annexure III*.
5. Reconstituted the Audit Committee of the Board of Directors of the Company by adding Mrs. Bhumi Maulik Doshi (holding DIN No.: 0008456082), an additional non-executive independent director of the Company as a member in the Audit Committee of the Company. After addition of Mrs. Bhumi Maulik Doshi composition of the Audit Committee of the Board of Director of the Company is as below:
Mr. Shailesh Sevantil Shah (Non-Executive Independent Director) – Chairman
Mrs. Varshaben Gaurang Mehta (Non-Executive Independent Director) – Member
Mrs. Bhumi Maulik Doshi (Non-Executive Independent Director) - Member
Mr. Himanshu Muktilal Zota (Whole-time Director) – Member
6. With the permission of the Chairman Board has discussed about issuing Bonus Shares to the Shareholders and the same shall be decided in the next Board Meeting.

The Board meeting concluded at 6:35 P.M.

This is for your information and record.

Thanking you,

Yours faithfully,

For Zota Health Care Limited


Ashvin Variya
(Company Secretary & Compliance Officer)
Place: Surat



Encl: a/a

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May 30, 2019

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/ Madam,

Sub: Declaration pursuant to regulation 33(3)(d) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI Circular No.: CIR/CFD/CMD/56/2016

I, Himanshu Zota, Whole-time Director of Zota Health Care Ltd. (DIN: 01097722), hereby declare that M/s S. R. Somani & Co., Chartered Accountants (Firm Reg. No. 110367W), Statutory Auditors of the Company have issued Audit Reports with unmodified opinion on Audited Standalone Financial Results for the half year and year ended on March 31, 2019 and Audited Consolidated Financial Results for the year ended on March 31, 2019.

This declaration is given in accordance with Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended, and SEBI Circular No.: CIR/CFD/CMD/56/2016 dated 27th May, 2016.

Kindly take this on your record.

Yours faithfully,

For Zota Health Care Limited


Himanshu Zota
Whole-time Director
DIN: 01097722



Place: Surat

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S.R.SOMANI & CO.
CHARTERED ACCOUNTANTS

Annexure - 1

Auditor's Report on Half Year Ended & Year Ended Standalone Financial Results of the Company Pursuant to the Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

TO

THE BOARD OF DIRECTORS OF

ZOTA HEALTH CARE LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results of **Zota Health Care Limited** ("the Company") for the half year ended on **March 31, 2019** and year to date results for the period **April 01, 2018 to March 31, 2019** ("the Statement"), attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/216 dated July 5, 2016 ("the circular").
2. This Statement have been prepared on the basis of unaudited financial results for the half year ended on September 30, 2018. The audited standalone financial results as at and for the year ended March 31, 2019 and the relevant requirements of the Regulations and the Circular, which are the responsibility of the Company's Management, Our responsibility is to express an opinion on these standalone financial results based on our review of the standalone financial results for the half year ended on September 30, 2018 which have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ('Ind AS') and other accounting principles generally accepted in India.; our audit of the annual standalone financial results as at and for the year ended March 31, 2019; and the relevant requirements of Regulation and the Circular.
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.





S.R.SOMANI & Co.
CHARTERED ACCOUNTANTS

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
- are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
 - gives a true and fair view of the net profit, other comprehensive income and other financial information of the Company for the half year and year ended 31 March, 2019.



For S. R. Somani & Co.
Chartered Accountants


CA. Lavkush Somani
(Partner)

M. No: 129473

Firm Reg. No: 110367W

Date: 30.05.2019

Place: Surat



S.R.SOMANI & CO.
CHARTERED ACCOUNTANTS

Auditor's Report on Year Ended Consolidated Financial Results of the Company Pursuant to the Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

TO

THE BOARD OF DIRECTORS OF

ZOTA HEALTH CARE LIMITED

1. We have audited the accompanying Statement of Consolidated Financial Results of **Zota Health Care Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") **for the year ended on March 31, 2019** ("the Statement"), attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/216 dated July 5, 2016 ("the circular").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ('Ind AS') and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.
4. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 5 below is sufficient and appropriate to provide a basis for our audit opinion.





S.R.SOMANI & CO.
CHARTERED ACCOUNTANTS

5. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial information of subsidiaries referred to in paragraph 5 below, the Statement:
- includes the results of the following entities:
 - Zota Health Care Limited (Parent)
 - Zota Healthcare (Lanka) Pvt Ltd (Subsidiary)
 - are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
 - gives a true and fair view of the net profit and total comprehensive income and other financial information of the Group for the year ended 31 March, 2019.
6. We did not audit the financial information of the subsidiary included in the consolidated financial results, whose financial information reflect total assets of Rs.78,980 as at 31 March, 2019, total revenues of Rs. Nil; total net loss of Rs.35049; and total comprehensive income of Rs. (33566) for the year ended on that date, as considered in the consolidated financial results. These financial information has been audited by other auditor whose report has been furnished to us and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditor.
- Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Date: 30.05.2019

Place: Surat



For S. R. Somani & Co.
Chartered Accountants

CA. Lavkush Somani
(Partner)

M. No: 129473

Firm Reg. No: 110367W

Amounts in ₹

| Sr. No. | Particulars | Standalone 6 Months Ended | | | Standalone Year Ended | | Consolidated Year Ended | |
|---------|-------------------------------------------------------------------------------------------------------|---------------------------|--------------------|--------------------|-----------------------|--------------------|-------------------------|--------------------|
| | | 31-03-19 | 30-09-2018 | 31-03-2018 | 31-03-19 | 31-03-18 | 31-03-19 | 31-03-18 |
| | | Audited | Unaudited | Audited | Audited | Audited | Audited | (Refer Note No. 6) |
| 1 | Income | | | | | | | |
| | Revenue from Operations | 423,638,785 | 432,655,522 | 387,081,211 | 856,294,307 | 778,448,514 | 856,294,307 | - |
| | Other Incomes | 5,421,605 | 10,025,659 | 9,138,599 | 15,447,264 | 15,185,725 | 15,447,264 | - |
| | Total Income | 429,060,390 | 442,681,181 | 396,219,810 | 871,741,571 | 793,634,239 | 871,741,571 | - |
| 2 | Expenses: | | | | | | | |
| | Cost of Materials Consumed: | 66,553,586 | 48,546,492 | 46,124,507 | 115,100,078 | 80,020,903 | 115,100,078 | - |
| | Purchases of Stock-in-Trade | 232,941,452 | 294,693,599 | 247,054,791 | 527,635,052 | 425,451,504 | 527,635,052 | - |
| | Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade | (12,309,695) | (60,287,112) | (41,780,458) | (72,596,807) | 4,900,566 | (72,596,807) | - |
| | Employee Benefit Expenses | 48,643,937 | 40,275,135 | 35,203,106 | 88,919,072 | 66,366,953 | 88,919,072 | - |
| | Finance Costs | 296,502 | 71,528 | 295,410 | 368,029 | 1,210,893 | 368,029 | - |
| | Depreciation / Amortisation and Depletion Expense | 6,348,913 | 7,593,373 | 4,740,378 | 13,942,286 | 9,365,956 | 13,942,286 | - |
| | Other Expenses | 68,784,983 | 50,996,426 | 51,655,245 | 119,781,409 | 92,695,288 | 119,816,458 | - |
| | Total Expenses | 411,259,678 | 381,889,441 | 343,292,980 | 793,149,119 | 680,012,063 | 793,184,168 | - |
| | Profit before Exceptional Items and Tax (1-2) | 17,800,712 | 60,791,739 | 52,926,830 | 78,592,451 | 113,622,176 | 78,557,402 | - |
| 4 | Exceptional items | - | - | 203,754 | - | 203,754 | - | - |
| 5 | Profit before Tax (3-4) | 17,800,712 | 60,791,739 | 52,723,076 | 78,592,451 | 113,418,422 | 78,557,402 | - |
| 6 | Tax Expense: | | | | | | | |
| | (1) Current tax | 3,445,745 | 19,796,794 | 19,618,790 | 23,242,539 | 39,865,550 | 23,242,539 | - |
| | (1.1) I.T. & DD Tax Provision Created | | | | | | | |
| | Short/ excess | 12,838 | 220,744 | - | 233,582 | 509,084 | 233,582 | - |
| | (2) Deferred Tax | (66,489) | 469,338 | (667,454) | 402,849 | (367,095) | 402,849 | - |
| 7 | Profit for the period (5-6) | 14,275,640 | 41,243,539 | 32,436,833 | 55,519,179 | 72,676,693 | 55,484,130 | - |
| 8 | Other Comprehensive Income | | | | | | | |
| | A (i) Items that will not be reclassified to Statement of profit and loss | (921,714) | - | - | (921,714) | - | (921,714) | - |
| | (ii) Income Tax relating to items that will not be reclassified to Statement of profit and loss | 256,421 | - | - | 256,421 | - | 256,421 | - |
| | B (i) Items that will be reclassified to statement of profit and loss | - | - | - | - | - | 1,483 | - |
| | (ii) Income Tax relating to items that will be reclassified to profit and loss | - | - | - | - | - | (413) | - |
| | Other Comprehensive Income for the period/ year, net of tax | (665,293) | - | - | (665,293) | - | (664,223) | - |
| 9 | Total comprehensive income for the year (7+8) | 13,610,346 | 41,243,539 | 32,436,833 | 54,853,886 | 72,676,693 | 54,819,907 | - |
| | Profit attributable to: | | | | | | | |
| | Owners of the parent | | | | | | 55,484,130 | - |
| | Non-controlling interest | | | | | | - | - |
| | Other comprehensive income attributable | | | | | | 55,484,130 | - |
| | Owners of the parent | | | | | | (664,223) | - |
| | Non-controlling interest | | | | | | - | - |
| | | | | | | | (664,223) | - |
| 10 | Paid-up Equity Share Capital (F.V. of Rs.) | 175,433,520 | 175,433,520 | 175,433,520 | 175,433,520 | 175,433,520 | 175,433,520 | - |
| 11 | Other equity | | | | 513,852,615 | 522,343,027 | 513,818,636 | - |
| 12 | Earnings Per Equity Share | | | | | | | |
| | (1) Basic | 0.81 | 2.35 | 1.89 | 3.16 | 4.23 | 3.16 | - |
| | (2) Diluted | 0.81 | 2.35 | 1.89 | 3.16 | 4.23 | 3.16 | - |

S. R. Somani & Co.
Chartered Accountants

For ZOTA HEALTH CARE LIMITED

CA. Lavkush Somani
Partner
M. No. 129473
Firm No. 110367W

Date: 30-05-2019
Place: SURAT

Registered Office :

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Moxesh Zota
Managing Director
DIN: 07625219

Ashvin Variya
Company Secretary

Plant :

Plot no. 169, Surat Special Economic Zone,
Nr. Sachin Railway Station, Sachin,
Surat - 394 230 (Guj.) India
Ph: +91 261 2397122

Himanshu Zota
Whole Time Director
DIN: 01097722

Vimal Mandviwala
C.F.O.



Notes:

- 1 The above financial results for the half year and year ended March 31, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on May 30, 2019
- 2 The Statement includes the results for the 6 months ended 31st March, 2019 and 31st March, 2018 being the balancing figure of the audited figures in respect of the full financial year and the published year to date figures upto the first 6 months of the respective financial years, which were subjected to limited review.
- 3 Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers". However, the effect on adoption of Ind AS 115 does not have any material impact on the financial statements of the Company.
- 4 Effective April 1, 2018, the Company has adopted Appendix B to Ind AS 21 'Foreign Currency Transactions and Advance Considerations'. This Appendix requires the advances received or paid in Foreign Currency to be treated as non-monetary items not subject to restatement in subsequent period. The application of Appendix B to Ind AS 21 did not have any material impact on the financial statements of the Company.
- 5 The Company has evaluated its Operating segment in accordance with IND AS 108 and has concluded that it is engaged in a single operating segment.
- 6 The Company has incorporated wholly owned subsidiary company in Sri Lanka in the Financial Year 2018-19, prior this Company does not have any wholly owned subsidiary company. So, accordingly no consolidated accounts have been prepared for the Financial Year 2017-18.
- 7 The consolidated results include the result of Company's wholly owned subsidiary company Zota Healthcare (Lanka) Pvt Ltd.
- 8 During the Financial year 2018-19, on February 16, 2019 Board of the Company has approved investment of 1,000,000 Naira's (Rs. 197300) for incorporating wholly owned subsidiary with the name and style of Zota Healthcare Nig. Ltd. in Nigeria. Incorporation of the same is under process.
- 9 Under the finance bill of 2018, For the Assessment Year 2019-20 the Central Government has slashed the rate of Corporate Tax to 25% for the Company's which were having turnover of upto 250 crore during Financial Year 2016-17. As far as our Company is concerned we are having turnover of below 250 crore during the Financial Year 2016-17 so the applicable rate of tax for the Financial Year 2018-19 is 25%. During the submission of unaudited financial results for the first half year ended September 30, 2018 the Company had made a provision of Income Tax at the rate of 30%. However, the same has been rectified while making provision for whole financial year ended March 31, 2019 and the Company has made provision of Income Tax for the Financial Year 2018-19 at the rate of 25%.
- 10 Figures pertaining to the previous years/period have been regrouped/rearranged, reclassified and restated wherever considered necessary, to make them comparable with those of current year/period.
- 11 The Board of Directors at their meeting has recommended a dividend of Re. 1 per shares, subject to approval of the members at the ensuing Annual General Meeting.

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ZOTA HEALTH CARE LIMITED
Standalone and Consolidated Audited Statement of Assets and Liabilities

| Particulars | Amounts in ₹ | | | |
|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|-------------------------------------------------|
| | Standalone | | Consolidated | |
| | As at 31st March, 2019 Audited | As at 31st March, 2018 Audited | As at 31st March, 2019 Audited | As at 31st March, 2018 (Refer Note No. 6) |
| ASSETS | | | | |
| (1) Non-Current Assets | | | | |
| Property, plant and equipment | 78,930,320 | 72,647,457 | 78,930,320 | - |
| Intangible Assets | 18,824,544 | 22,974,512 | 18,824,544 | - |
| Capital work-in-progress | 2,590,476 | 360,672 | 2,590,476 | - |
| Intangible assets under development | 12,933,333 | - | 12,933,333 | - |
| Financial Assets | | | | |
| (i) Investments | 156,202,800 | 261,478,570 | 156,116,120 | - |
| (iii) Loans | 2,929,791 | 3,075,269 | 2,929,791 | - |
| Other Non-current assets | - | - | - | - |
| Total Non-Current assets | 272,411,263 | 360,536,481 | 272,324,583 | - |
| (2) Current Assets | | | | |
| Inventories | 325,123,918 | 242,826,978 | 325,123,918 | - |
| Financial Assets | | | | |
| (i) Trade Receivables | 220,964,038 | 229,267,795 | 220,964,038 | - |
| (ii) Cash and Cash Equivalents | 16,942,506 | 24,620,927 | 16,942,506 | - |
| (iii) Loans | 34,380,949 | 48,375,832 | 34,380,949 | - |
| Other Current Assets | 26,330,122 | 12,315,022 | 26,330,122 | - |
| Total Current assets | 623,741,532 | 557,406,554 | 623,741,532 | - |
| Total Assets | 896,152,796 | 917,943,035 | 896,066,116 | - |
| EQUITY AND LIABILITIES | | | | |
| (1) Equity | | | | |
| (i) Equity Share capital | 175,433,520 | 175,433,520 | 175,433,520 | - |
| (ii) Other Equity | 513,852,615 | 522,343,027 | 513,818,636 | - |
| Total Equity | 689,286,135 | 697,776,547 | 689,252,156 | - |
| (2) Liabilities | | | | |
| Non-Current Liabilities | | | | |
| Financial Liabilities | | | | |
| (i) Borrowings | - | - | - | - |
| Provisions | 7,564,955 | 4,917,913 | 7,564,955 | - |
| Deferred tax liabilities (Net) | 1,146,522 | 1,549,371 | 1,146,522 | - |
| Total non-current liabilities | 8,711,477 | 6,467,284 | 8,711,477 | - |
| Current liabilities | | | | |
| Financial Liabilities | | | | |
| (i) Borrowings | - | - | - | - |
| (ii) Trade payables | 161,683,686 | 164,674,327 | 161,683,686 | - |
| Other Current liabilities | 5,248,336 | 3,123,843 | 5,161,656 | - |
| Provisions | 31,223,161 | 45,901,033 | 31,257,140 | - |
| Total current liabilities | 198,155,183 | 213,699,203 | 198,102,482 | - |
| Total Liabilities | 206,866,661 | 220,166,487 | 206,813,960 | - |
| Total Equity and Liabilities | 896,152,796 | 917,943,035 | 896,066,116 | - |

S. R. Somani & Co.
Chartered Accountants

CA. Lavkush Somani
Partner
M. No. 129472
Firm No. 110367W
Date: 30-05-2019
Place: SURAT



For ZOTA HEALTH CARE LIMITED

Moxesh Zota
Managing Director
DIN: 07625219

Rohin Variya
Company Secretary

Himanshu Zota
Whole Time Director
DIN: 01097722

Viral Mandviwala
C.F.O.


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Annexure II – Brief Profile of Mrs. Bhumi Maulik Doshi

Mrs. Bhumi Maulik Doshi is commerce graduate and pursuing course of Chartered Accountancy from The Institute of Chartered Accountants of India (ICAI) and Master of Commerce from the Veer Narmad South Gujarat University, Surat. She is working in accounts department of D.D. Constructions Pvt. Ltd. since last three years and also doing practice in Goods and Service Tax (GST) since last two years. So, she is well versed with accounting and GST related matters. She is not related to any other Director on the Board of the Company.

Annexure III – Brief Profile of Mr. Vitrag Sureshkumar Modi

Mr. Vitrag Sureshkumar Modi is practicing Chartered Accountant. He is fellow member of the Institute of Chartered Accountant of India (ICAI). He has completed Chartered Accountancy course in the year 2011. He has also done Bachelor of Commerce from the Veer Narmad South Gujarat University, Surat in the year 2010. Post qualification of Chartered Accountant he has worked with well-known Chartered Accountant Firms and Corporates for the period of six years. In the year 2017 he has formed his own firm and doing practice. So, he is having total work experience of around eight years. His core areas of working are Direct and Indirect Taxes, Bank Audits, Management and System Audit, Accounting and Corporate Services. He is not related to any other Director on the Board of the Company.

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