

Charting a Growth Story.

ZOTA HEALTH CARE LIMITED

Annual report 2019-20

Year Under Review

₹ 9,511

REVENUE FROM
OPERATIONS (in lakhs)

₹ 452

OPERATING PROFITS
(in lakhs)

₹ 274

PROFITS AFTER TAX
(in lakhs)

149

DAVAINDIA STORES
LAUNCHED IN FY20

224

PRODUCT
APPROVALS FILED
IN FY20

38

PRODUCT APPROVALS
RECEIVED IN FY20

CHARTING A GROWTH STORY

For us, at Zota, tomorrow is not only the continuation of today, but another episode in our growth story. It is an exciting new phase in the journey of our progress. It is the motivational milestone that inspires us to strategize in a more focused manner and collaborate more cohesively to deliver solutions to our customers' requirements. Led by the firm conviction that reimagining the future lies in the ability to reinvent the present, we understand that the way forward requires us to accelerate and intensify our efforts. This is why we are continuously investing in our capabilities to drive future growth.

A few years back, we at Zota set out on a journey to strengthen our capabilities and create a growth strategy. With an emphasis on high quality and affordable prices, our products now cater to the medical needs of the patients across the globe. We embarked upon an exciting and eventful voyage of establishing our own retail generic pharmacy chain, which will help us achieve new horizons of growth.

We are conscious that the actions we take today not only set the foundation for long-term business success but also pave the way

forward to improve the daily lives of current and future generations. We remain focused on thinking ahead and pre-empting tomorrows' needs today. We think of the immense opportunity landscape that beckons us with all its promises, and challenges, we continue to move forward towards that land of opportunities, well equipped and prepared.

INSIDE THE DOCUMENT

Strategic Review	
- Introduction to Zota	01
- Geographical Footprint	03
- Esteemed Board of Directors	05
- A Closer look at our performance	07
- Letter to shareholders	09
- Management Discussion & Analysis	11
Statutory Reports	
- Corporate Information	21
- Notice	22
- Director's Report	27
- Business Responsibility Report (BRR)	81
Financial Statements	
- Independent Auditors Report	89
- Standalone Financial Statements	93
- Independent Auditor's Report	125
- Consolidated Financial Statements	129

TO VIEW OUR CORPORATE FILM,

visit:
<https://bit.ly/2QCucIs>

or scan the QR code:



CORPORATE ETHOS

VISION

Our vision is to become a global healthcare organization driven by people, research and technology, and to be recognized domestically, as well as, internationally as an integrated healthcare and pharmaceutical company through innovation, quality, and competence.

MISSION

Our mission is to become a globally acclaimed pharmaceutical company through the development and introduction of an extensive portfolio of pharmaceutical formulations, nutraceutical, and ayurvedic products in key global pharmaceutical markets.

OUR VALUES



Innovate and Excel

Our strength lies in our people. We encourage our people to always strive for innovation and excel beyond the norm. At Zota, every working opportunity comes with passion, dedication, and zeal to excel.



Integrity and Transparency

At Zota, we have cultivated the culture of absolute transparency between all our stakeholders in all the functions of the organisation. We conduct our business upholding the highest levels of integrity, thus, garnering trust from our stakeholders.



Quality and Safety

Being a healthcare company, quality is the central focus in all our manufacturing processes. To achieving excellence in quality, we provide best-in-class working environment and maintain adequate internal controls and policies to achieve the same.

Introduction to Zota

Zota Health Care Limited - is among the leading pharmaceutical companies, engaged in manufacturing, marketing, and exporting pharmaceutical, ayurvedic, nutraceutical and OTC products. In its latest endeavour, the company is making strong in-roads into the generic retail pharmacy business through its chain - davaindia - the largest private-sector generic pharmacy chain.

With a tormenting desire for affordable healthcare for all at

its soul, Zota was incorporated in 2000 based in Surat, Gujarat. Zota fulfills the needs of millions of people by improving access to high quality, affordable medicines for chronic ailments such as cardiac, diabetes, thyroid, and others, thereby adding extra mileage to India's pharmaceutical industry. The company is recognized for its hallmark of superior quality generic medicines at low-cost. The company has a global footprint in more than 30 countries catered by its state-of-the-art manufacturing facility at Sachin SEZ.

Keeping itself aligned with the needs of 1.3 billion Indians, Zota has been a front runner in the generic retail pharmacy business - which it believes will be a critical enabler of affordable access to medicines. Keeping customers at the heart of our operations, we stand by our philosophy of affordable healthcare to the masses. Our passion for impacting global health has enabled us to touch millions of lives. We remain committed to positively impact billions in the years to come.

ZOTA HEALTH CARE IN A NUTSHELL

- 01

Marketing

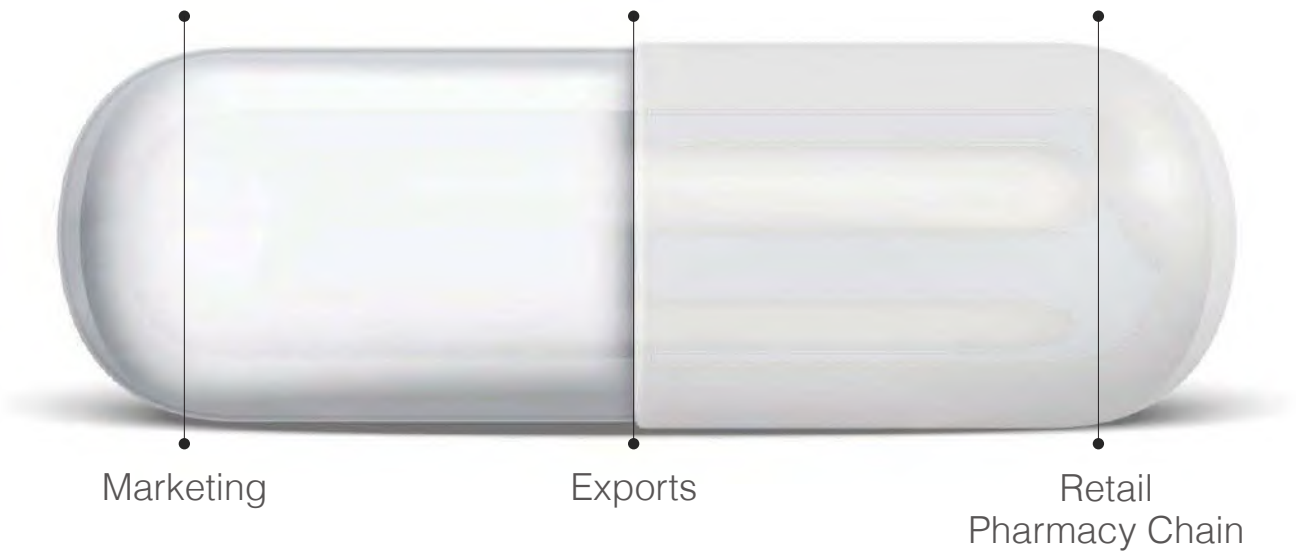
 - CAGR **66%** Contribution
 - **1050+** Distributors
 - **3000+** Product Portfolio
- 02

Exports

 - CAGR **21%** Contributio
 - **30+** Countries Present In
 - **250+** Product Portfolio
 - **221/292** - Products Approvals/Filed
- 03

Retail Pharmacy Chain

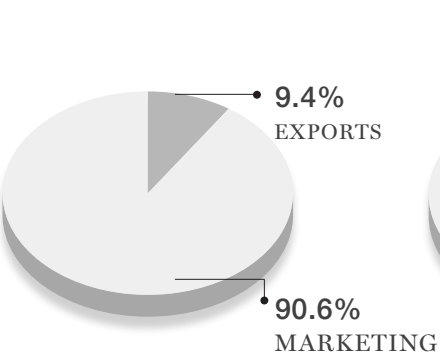
 - CAGR **13%** Contribution
 - **252** davaindia Stores
 - **1338** SKUs
 - Presence **106** in Cities



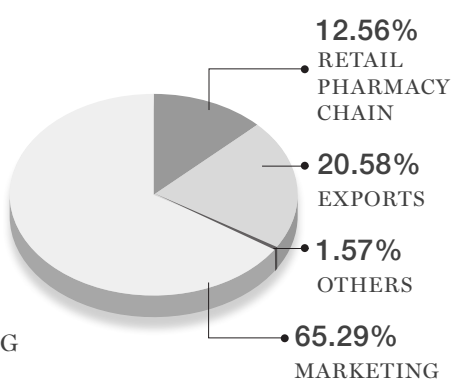
EVOLUTION OF ZOTA

Over the past decade, 2010-2020, the company has evolved its business from being 100% focused on traditional pharmaceutical marketing to new-businesses like exports and new-age retail business models like davaindia. **The company continues to further its efforts and scale in these new businesses while de-risking itself from traditional marketing business.**

REVENUE-MIX IN FY16



REVENUE-MIX IN FY20



2 Decade Journey

- 2000

Incorporation of Zota Health Care Private Limited.
- 2004

Acquired all brand names of Sayona Medicare Private Limited through MOU.
- 2007

Acquired trademark and brand name of Mexon Health Care Limited, including its new divisions, i.e., Health Park Laboratories and Aaron Biotech.
- 2010

Inaugurated export-oriented formulations manufacturing unit in Sachin, SEZ.
- 2011

Commenced exports and expanded its business beyond India - started dealing in African countries.
- 2013

Acquired trademark and brand names of Redix Lifecare.
- 2014

Received Kenya (PPB) regulatory and Sri Lanka (CDDA) regulatory approval for Sachin SEZ plant.
- 2017

Came out with an Initial Public Offering of 5,850 Lakhs on NSE Emerge.
- 2017

Launched the concept of davaindia with 3 pilot stores.
- 2018

Crossed the benchmark of 10+ Crore Export Sales.
- 2019

Launched cumulative ~150 davaindia stores. The company also migrated to the Main Board of NSE.
- 2020

Crossed 250+ davaindia stores, making it the largest & fastest - growing private sector generic pharmacy chain.

Geographical Footprint

02

STRATEGIC
REVIEW

FOOTPRINT

30

EXPORTING TO 30
COUNTRIES

10

DAVAINDIA
PRESENCE IN 10
STATES

106

DAVAINDIA
PRESENCE IN 106
CITIES & TOWNS

Costa Rica

Bolivia

Ivory Coast

Libya

Benin

Mali

Nigeria

Cameroon

Uganda

Zambia

South Africa

Kenya

Turkmenistan

Georgia

Ukraine

Kyrgyzstan

Uzbekistan

Kazakhstan

Ethiopia

Yemen

Nepal

Bhutan

Mynmar

Cambodia

Sri Lanka

Vietnam

Philippines

Manufacturing
Facility (Sachin)

Corporate Office &
davaindia HQ (Surat)

● davaindia presence
in India

● Exporting Countries

* Data as at
31st March 2020

Esteemed Board of Directors

MR. KETANKUMAR CHANDULAL ZOTA

CHAIRMAN AND NON-EXECUTIVE DIRECTOR

Mr. Ketankumar Zota is a Promoter, Chairman, and Non-Executive Director of the company. He started his career with a small retail medical store in 1984 and subsequently established Zota Pharmaceuticals, a proprietorship concern in 1995, which is today Zota Health Care Limited. He has D-Pharmacy from Gujarat University and over 35 years of vast experience in the pharmaceutical industry. His dynamic leadership led Zota Health Care Limited to become a significant player in the industry; he is entrusted with planning and implementing new marketing strategies and projects of the company. For his remarkable contribution to the pharmaceutical industry, he received the 'Lifetime Achievement Award' with the hand of DCGI (Drug Controller General of India). He was also awarded the 'Pharma Ratna Asia' at Pharma Ratan Universe – 2019.

MR. MANUKANT CHANDULAL ZOTA

WHOLE TIME DIRECTOR

Mr. Manukant Zota is a Promoter and Whole-time Director of the company. He has done his Masters of Science Degree in Mathematics from Sardar Patel University, Gujarat. He has been associated with the Zota Group since 1995 hence associated with the company since incorporation, with an aggregate experience of around 24 in the Pharmaceutical Industry. He is entrusted with the responsibility of the accounting activities of the company. He is also looking after the overall management and CSR activities and their implementation.

MR. MOXESH KETANBHAI ZOTA

MANAGING DIRECTOR

Mr. Moxesh Zota is the Managing Director of the company, he has done his Bachelors of Pharmacy from Gujarat Technological University and also Masters of Business Administration (MBA) in international marketing and business management from BPP University, United Kingdom. Under his able leadership, the company has managed to create a global footprint in 30+ countries. He has pushed for more product registrations in foreign countries, with a whopping 200+ products in various foreign countries, and more than 150+ products are under the registration stage. He is looking after overall management, export business, strategy formulations for new project implementation, research on future pharmaceutical market scenarios, development of business in foreign countries, and product registration in foreign countries.

MR. HIMANSHU MUKTILAL ZOTA

WHOLE TIME DIRECTOR

Mr. Himanshu Zota is a Promoter and Whole-time Director of the company. He has a Diploma in Pharmacy from the Board of Technical Examinations on behalf of the Government of Maharashtra. He also has a Bachelors in Computer Application from Aptech Compute Education, Surat. He began his career as Retail Pharmacist and a Distributor of Medical Agency, subsequently he has been associated with the company since the time of its incorporation, thus having an aggregate experience of around 28 years in the Pharmaceutical Industry. He is entrusted with responsibilities like strategy formulation, finance, taxation and accounting related matters, information-technology related matters, overall management, planning and implementation of new projects, and forecasting upcoming changes in pharma sectors. He is also playing a vital role in the planning and implementation of the company's esteemed davaindia project.

MR. KAMLESH RAJNIKANT ZOTA

WHOLE TIME DIRECTOR

Mr. Kamlesh Zota is a Promoter and Whole-time Director of the company. He has a Bachelors in Pharmacy from Gujarat University with an aggregate work experience of around 24 years. He has started his career as a Sr. Technical Assistant in Torrent Pharma Limited after which he worked as a Production Officer at Unique Pharmaceuticals Laboratories and subsequently joined the company at the time of its incorporation. In his professional capacity, he has played a crucial role in getting regulatory approval for various facilities like NAFDAC, TFDA, FMHACA, PPD, NMRA, etcetera. He is looking after various business matters of the company like factory management, work related to FDCA for domestic products, export products, WHO certification, trademark and patent registration, customs and export documentation, and pharmaceutical-related regulatory compliances, etcetera

MR. DHIREN PRAFULBHAI SHAH

INDEPENDENT DIRECTOR

Mr. Dhiren Shah has a Bachelor and Masters of Pharmacy from L. M. College of Pharmacy, Ahmedabad. Further, he has a Masters of Business Administration on the subject of "Market Study for Intra Ocular Lens" from IGNOU and Ph. D. on the subject of "Exploitation of Natural Product in Formulation Design of a Model Drug" from Gujarat University.

He has worked with organisations like Cipla in professional capacity. He also taught at Maliba Pharmacy College, Bardoli, Shree Dhanvantary Pharmacy College, and C K Pithawalla Institute of Pharmaceutical Science & Research. Currently, he is working as a Professor and Principal at Shree Naranjibhai Lalbhai Patel College of Pharmacy. He has also authored several books like "Exploitation of Natural Product in Formulation Design of a Model Drug" and Co-Author "Establishment of Herbal Monograph", "Pharmaceutical Industrial Management", "A Text Book of Pharmacognosy". He is also the Editor-in-Chief of the "International Journal of Pharmaceutical Research"

MRS. BHUMI MAULIK DOSHI

INDEPENDENT DIRECTOR

Mrs. Bhumi Doshi is a commerce graduate, pursuing Chartered Accountancy from the Institute of Chartered Accountants of India (ICAI) and Masters of Commerce from the Veer Narmad South Gujarat University. She is currently working in the accounts department of D.D. Constructions Pvt. Ltd. for the last three years and practicing in Goods and Service Tax (GST) for the last two years. She is well versed in accounting and GST related matters.

MR. VITRAG SURESHKUMAR MODI

INDEPENDENT DIRECTOR

Mr. Vitrag Modi is a practicing Chartered Accountant and a fellow member of the Institute of Chartered Accountant of India (ICAI). He also holds a Bachelor of Commerce degree from Veer Narmad South Gujarat University, Surat. In the year 2017 he founded his firm. His core areas of expertise are Direct and Indirect Taxes, Bank Audits, Management and System Audit, Accounting, and Corporate Services

MRS. JAYSHREE NILESHKUMAR MEHTA

INDEPENDENT DIRECTOR

Mrs. Jayshree Mehta is originally from Varahi, Patan, then shifted to Surat. She has completed a Diploma in Pharmacy with first class from M.N. College of Pharmacy, Gujarat University, Ahmedabad, in 1988. She is working as a homemaker as well as a retail pharmacy.

MRS. VARSHABEN GAURANG MEHTA

INDEPENDENT DIRECTOR

Mrs. Varshaben Mehta is a Non-executive Independent Director of the company. She has completed her Bachelor of Ayurvedic Medicine and Surgery (BAMS) from O.H. Nazar Ayurvedic University, Surat (Gujarat). She is a General Physician running her clinic named Shreeji Clinic in Surat.

A Closer Look at our Performance

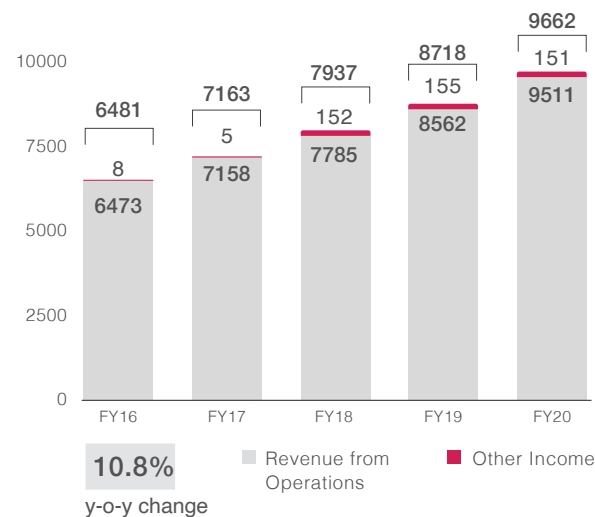
04

STRATEGIC
REVIEW

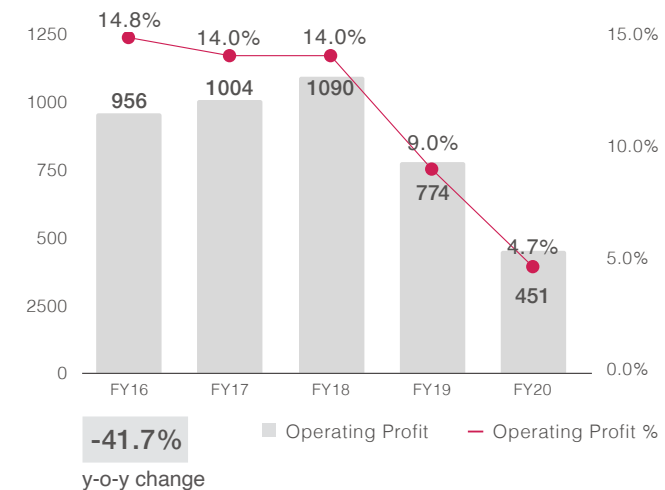
NUMBERS

(₹ in Lakhs)

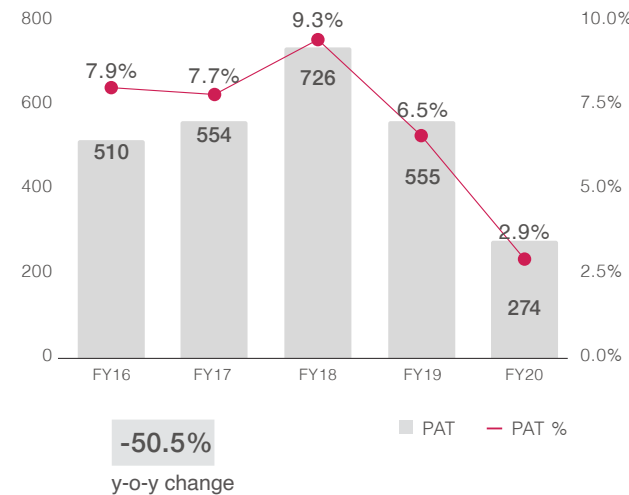
REVENUE FROM OPERATIONS & TOTAL INCOME



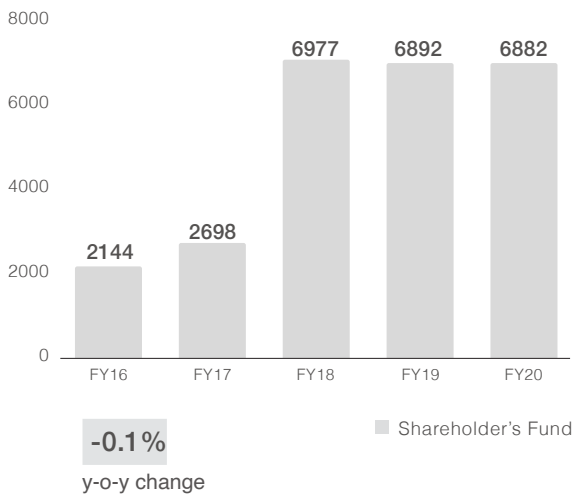
OPERATING PROFIT & OPERATING PROFIT %



PAT & PAT %



SHAREHOLDER'S FUND

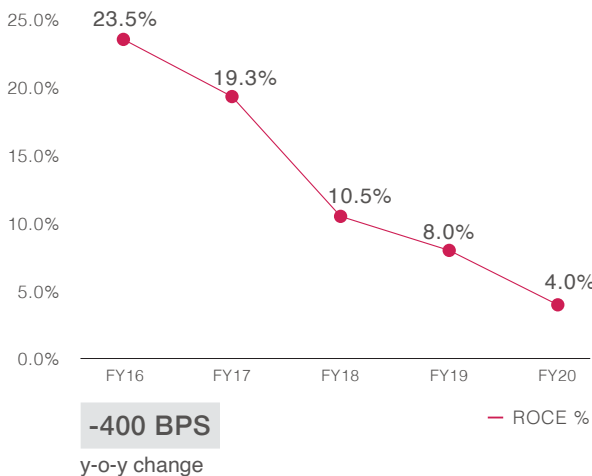


31,989.8
Market Capitalization

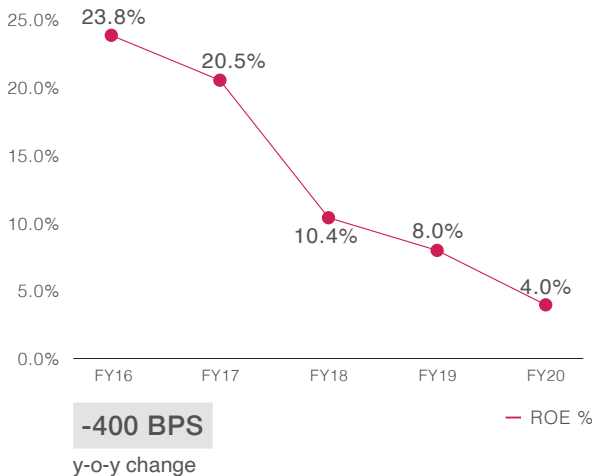
Debt-Free
Debt - Free Balance Sheet

4:10
Bonus Issue (FY 19)

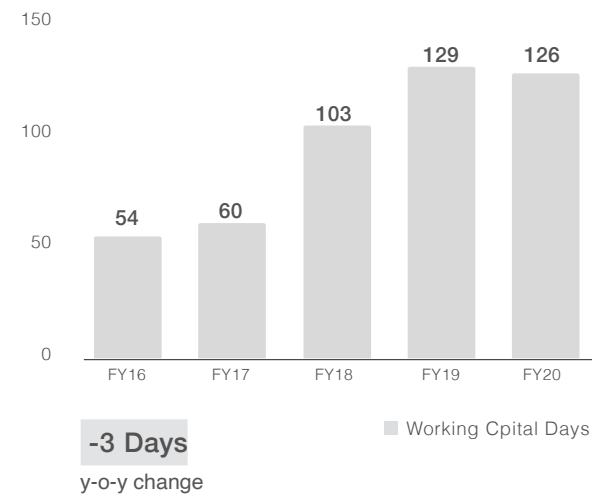
ROCE %



ROE %



WORKING CAPITAL DAYS



Letter to Shareholders

05

STRATEGIC
REVIEW

LETTER

DEAR SHAREHOLDERS,

It is our pleasure to present to you the annual report of Zota Health Care Limited for 2019-20. The year gone by has been very dynamic and eventful for your company, our core philosophy of affordable health care for all has become more relevant than ever. The entire world is in the midst of a global pandemic, all authorities have united in response to this crisis. The attention and realisation of the need for a robust health care infrastructure has grown massively in 2020 and is more evident than ever. The onset of Novel Coronavirus has prioritised healthcare for nations worldwide, both developed and emerging markets, and has the potential of reshaping this sector in a significant way.

For the company, the financial year gone by marked new operational milestones. Firstly, the driving business verticals i.e. Exports and Retail Pharmacy Chain (davaindia), increased their prominence in our financial performance. For the first time, significant revenue from operations was contributed by davaindia in FY2020. This was on account of a) fulfillment of the initial gestation period for established stores and b) a massive roll-out of almost 150 stores across the country. Given the back-loaded store roll-out and the initial gestation period of 6-9 months for a store to reach its minimum potential, the significance of having more than 250 operational stores across 10 states is still not optimally depicted in our financial performance. The company continues to expand davaindia's footprint by leaps and bounds, as on 31st July 2020 the company had 444 store agreements in place, which will be established soon. Our latest marketing campaigns, featuring

cricket legend Mr. Kapil Dev, across national television, digital and other mediums has massively supplemented this momentum and grown davaindia's awareness among key stakeholders i.e., a) consumers and b) potential franchisees. The company is receiving a stupendous response through its increased

focus on marketing campaigns. As a matter of fact, ever since the telecast of our TV commercials, the company is receiving an average of 1000 daily inquiries from potential franchisees.

Additionally, the company has been focusing big-time on expanding its team strength, physical

infrastructure, and supply-chain to facilitate an exponential level of growth. In the shorter-run, this means a compromise on the profitability but in exchange for addressing the humongous opportunity that is - 'Generic' Retail Pharmacy Chain. The company will continue to maintain its status as the largest and fastest-

growing private-sector generic pharmacy chain.

On the Export front, the year under review recorded the highest ever revenue from operations of 1,988.90 Lakhs as compared to 1,807.7 lakhs, registering an increase of 10.0%. Our endeavor towards expanding our

export operations through product registrations and expanding footprint are growing each year. In FY2020, the company received 38 dossier registrations under its belt.

Revenue contribution from our traditional Domestic Marketing business vertical has come down to 66% in FY2020 compared to 91% in FY2016. We expect this trend to continue as the company exponentially expands operations in other verticals while keeping the traditional Domestic Marketing status-quo.

We are also pleased to announce that the board of directors have recommended a final dividend of ₹1 per share. We would like to thank all our stakeholders, especially to our shareholders for their continued faith in the company and our team for their unbeatable commitment and sincerity towards their work.

Yours sincerely,
TEAM ZOTA

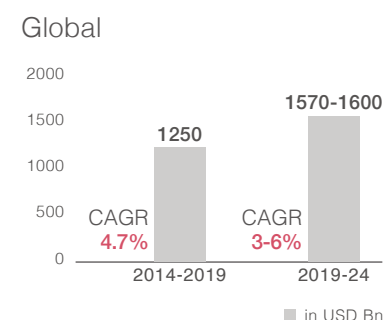
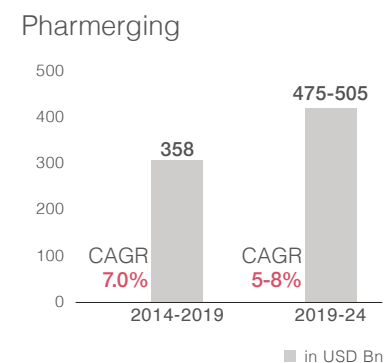
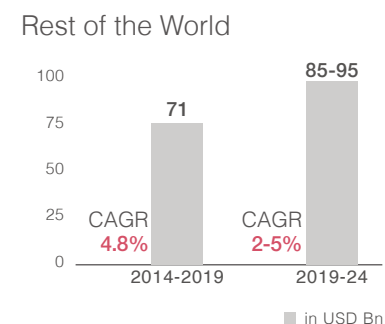
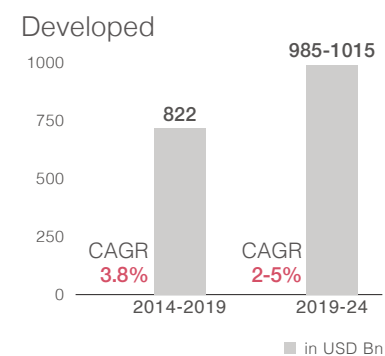


(Left to Right)

Mr. Himanshu Muktilal Zota
Mr. Kamlesh Rajanikant Zota
Mr. Ketankumar Chandulal Zota
Mr. Manukant Chandulal Zota
Mr. Moxesh Ketanbhai Zota

Management Discussion & Analysis

GLOBAL PHARMACEUTICAL MARKET



1.1 GLOBAL PHARMACEUTICAL INDUSTRY.

Global spending on medicines crossed USD 1.2 Trillion in 2019; and is projected to grow at a compound annual growth rate (CAGR) of 3-6% in the next few years, reaching over USD 1.5-1.6 Trillion by 2024. The developed markets like the USA, Europe and Japan and emerging markets would be the one's leading growth in the global pharmaceutical markets. New product launches, especially specialty and innovative products, will be the key growth catalyst in developed markets. While the emerging market expansion is expected to be driven by multiple factors such as - improving per capita income, increasing volumes of branded generics, increasing healthcare awareness, ageing population, and rising incidence of chronic ailments. Emerging technologies are enabling healthcare providers to innovate and engage better with key stakeholders.

1.2 INDIAN PHARMACEUTICAL INDUSTRY

India holds a key position in the global pharmaceutical industry. India remains critical in manufacturing high-quality and low-cost medicines for domestic as well as international markets. The country is the world's largest supplier of generics, accounting for 20% of global exports (volumes). It supplies over 50% of global demand for various vaccines and 40% of the demand for generic products in the US. Currently, Indian

(Source: IQVIA)

While this pharmaceutical industry has delivered a healthy pace of growth in the past decade, unfortunately, the rate of growth for pharmaceutical markets has slowed down to an extent in the second half of the decade. This has been because of -

01
Tighter price controls,

02
Patent expiry & increasing loss of exclusivity by brands, which are being offset by new medicines launched in the market.

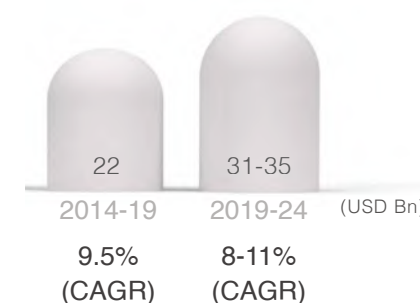
drugs are exported to more than 200 countries in the world.

A part of this growth will be dependent on the ability of companies to align their product portfolio towards chronic therapeutic segments. India has among the lowest spends on healthcare, at about 4.5% of the GDP against the global average of 9%. This gap has prompted the Government of India to actively focus on policies that provide impetus to the healthcare sector.

OUTLOOK

Indian medicine spending is projected to grow at 8-11 % for the period 2019-2024, positioning India to become one of the top 10 countries in terms of medicine spending. Going forward, superior growth in domestic sales would also depend on the industry's ability to align their product portfolio towards chronic therapies for diseases such as cardiovascular, anti-diabetes, anti-depressants, and anti-cancers that are on the rise. The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. Besides, the thrust on rural health programs, lifesaving drugs, and preventive vaccines also augurs well for the pharmaceutical companies.

Indian Pharmaceutical Market



1.2.1 INDIA'S RETAIL 'GENERIC MEDICINE' LANDSCAPE

The Need

Ironically, despite being one of the leading exporters of generic medicines globally, most Indians do not have access to affordable medicines. As per a recently published research paper based on a cross-sectional analysis of National

Sample Survey Organization (NSSO) data, 55 million Indians were pushed into poverty in a single year because of having to fund their healthcare, and out of this, 38 million fell below the poverty line due to spending on medicines alone. Further, the purchase of medicine accounted for around 72% in the rural sector, and 68% in the urban sector, of the total expenditure on non-hospitalized treatment of ailments⁽¹⁾.

1 - As per the 71st Round (January-June 2014) report of the National Sample Survey Organization (NSSO) on Health in India.

Background & History

The year 2015, witnessed the emergence of a new and innovative concept - providing quality medicines at affordable prices through a designated medium. Our Honourable Prime Minister launched 'Jan Aushadhi Kendras' under the 'Pradhan Mantri Bhartiya Janaushadhi Pariyojana' (PMBJP) scheme. The concept revolves around a direct market intervention scheme - launched by the Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers, Government of India - to make quality generic medicines available at affordable prices to all citizens through specially dedicated outlet known as Jan Aushadhi Store (JAS) opened in each district of the States. Under the PMBJP scheme, generic

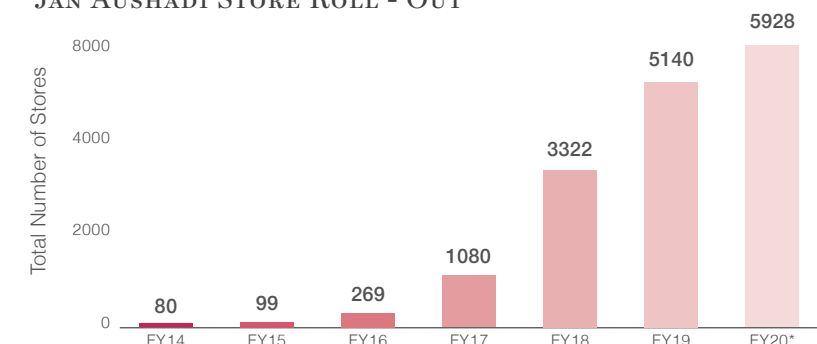
medicines are marketed through Jan Aushadhi Stores at a substantial 30% to 80% discount compared to the price of branded drugs. As of 31st March 2020, there are more than 6068 JAS throughout the country, covering 696 districts out of the 725 districts.

A medicine under PMBJP is priced at a maximum of 50% of the average price of its top three branded equivalents. Thus, the price of Jan Aushadhi Medicines is discounted by at least 50% and, in some cases, up to 80-90% of the market price of branded medicines.

Outlook

PMBJK targets to cover all districts of India with at least one JAS in each district, and a total 10,000 JAS by FY2024. It also plans to broaden the product portfolio to 2000 medicines and 300 surgical products from the current 800 and ~150, respectively. The intent is to cover all essential therapeutic segments like - Anti-Diabetics, Cardiovascular Drugs, Anti-Cancer, Analgesics & Antipyretics, Anti-Allergic, Gastro-Intestinal Agents, Vitamins, Minerals & Food Supplements, Tropical Medicines, etcetera.

JAN AUSHADI STORE ROLL - OUT



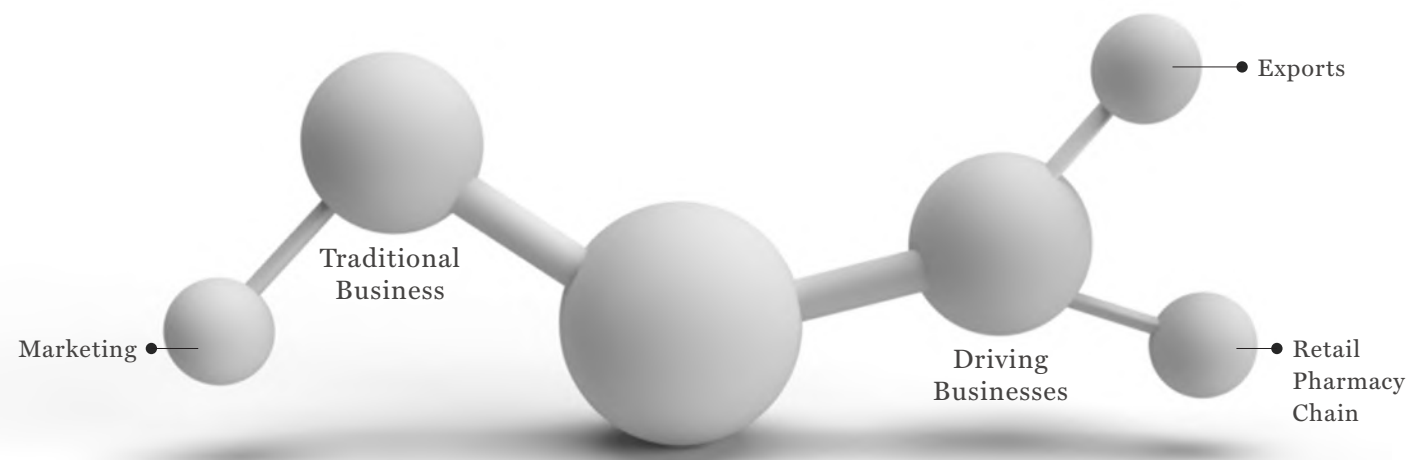
*As on December 31, 2019

2.1 COMPANY OVERVIEW

Incorporated in 2000, Zota Health Care Limited - is a leading pharmaceutical company engaged in manufacturing, marketing, and exporting pharmaceutical, ayurvedic, nutraceutical, and OTC products. In its latest endeavour, the company is making strong in-roads into the

generic retail pharmacy business through its chain - davaindia - the largest private-sector generic pharmacy chain. The company also has a global presence in more than 30 countries through its growing export business, with more than 250+ SKUs and 221 Product Approvals.

The company operates out of its headquarters and registered office in Surat, Gujarat. The company also has a formulations manufacturing facility located in Sachin SEZ, which is close to Surat. This facility caters to the export business of the company.



BUSINESS VERTICALS

2.2 BUSINESS VERTICAL

TRADITIONAL BUSINESS

Marketing

Marketing of generic drugs, OTC products, and other pharmaceutical products remains our largest business segment. In the past, before the initiation of Exports and Retail Pharmacy Chain, this segment had single-handedly driven the growth of the company.

In our domestic Marketing business, we procure finished dosage forms (FDFs) from domestic formulations manufactures and then market them under our portfolio of brands. We work only with WHO recognised manufacturing partners, some of which are the largest incumbents in the industry, with a strict focus on the quality of products. We have a product portfolio of more than 3000 products in various categories, such as generics, OTC products,

allopathic, ayurvedic, etcetera. Our top 5 suppliers contribute not more than one-third of our total supplies in FY20.

Our marketing channel revolves around direct distribution across the country to our distributors, which, in turn, caters to retail pharmacies in their respective districts. Currently, we have 1050+ distributors present across India. We maintain exclusive distributors in each district to

provide exclusivity and reduce unhealthy competition in the value chain. Our distributors engage in ethical marketing or other sales, distribution, and promotion activities on their part, instead of the company directly engaging in such activities. We have eliminated multiple intermediaries in our distribution chain, like stockists, super-stockists, carrying and forwarding agents, and wholesalers. Instead, we directly supply to our distributors and incentivize them to market our products better.

OUR VALUE CHAIN



DRIVING BUSINESSES

1. Exports

Exports business commenced operations in 2010, with the establishment of our formulations manufacturing unit in Sachin, SEZ. Under the rules pertaining to this SEZ, we have to export all the outputs that come out of this unit. Presently we have approvals in 30 countries, mainly in the semi-regulated and regulated markets in the African, Asian, CIS, and Latin-American regions.

We manufacture about 250 formulations in this unit and also engage in contract manufacturing for other exporters. In the second half of the last decade, the company has ramped up investments and efforts towards product registration big-time, the fruits of which are visible now, in terms of product approvals and ramping-up operations. At present, we have applied for 292 dossiers, and have received 221 product approvals. Factors such as -

- Back-loaded receipt of product approvals,
- Increased direct exports instead of merchant exports, and
- Exclusive distributors in foreign markets,

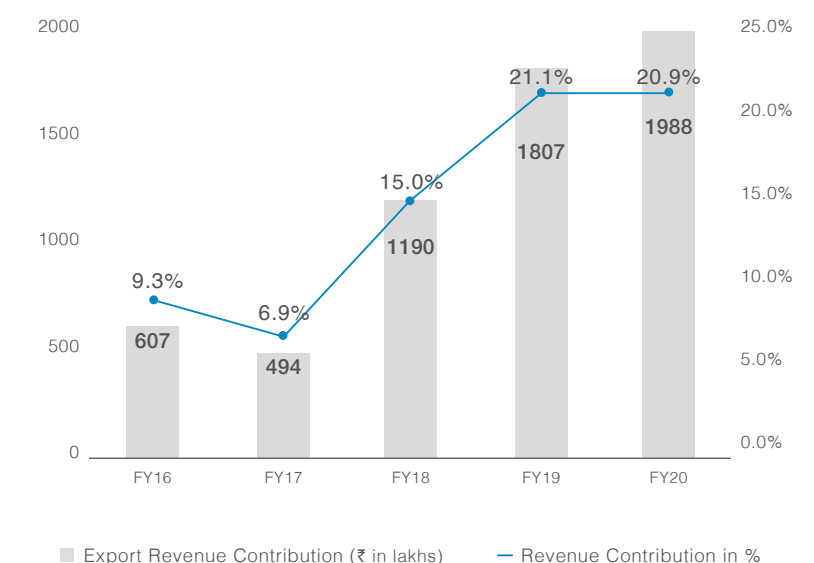
have led to phenomenal progress in operations of this segment in the last two years. In the financial year 2018-19, the company has also set up a wholly-owned subsidiary in Sri Lanka to grow operations in the sub-continent.

Performance Discussion and Outlook

Revenue from Operations in this segment witnessed a growth of 10% in FY20 on a y-o-y basis, up from 1807 Lakhs to 1988 Lakhs. Revenue contribution from this segment was 20.9% in FY20 as compared to

21.1% in FY19. Going forward, the Export segment is expected to be a significant contributor in incremental business for the company. The performance of this division will be driven by a) deeper penetration in existing markets, b) along with further product approvals in existing as well as newer markets. Currently, the company has 292 products under registration. Manufacturing capacity utilisation for FY20 was 55.7% for the Tablets category and 6.9% for the Capsule category.

EXPORT REVENUE CONTRIBUTION

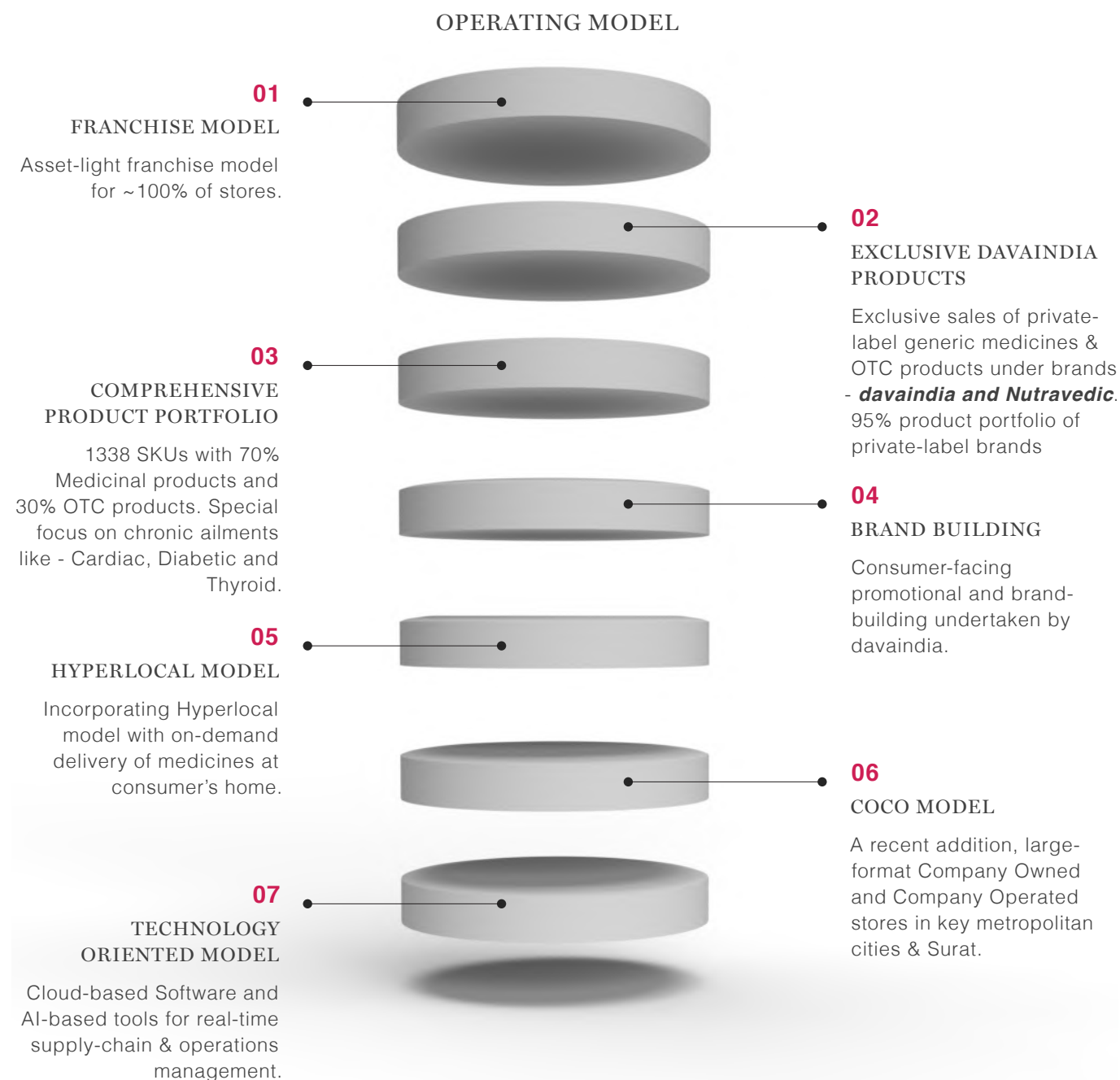


2. Retail Pharmacy Chain

Concept

davaindia - is a retail generic pharmacy chain whose core value proposition is providing quality generic medicines at substantial discounts, 30-90%, to their branded equivalents. davaindia focuses only on private-label products in medicinal, OTC, ayurvedic category, with a key emphasis on chronic therapies and ailments.

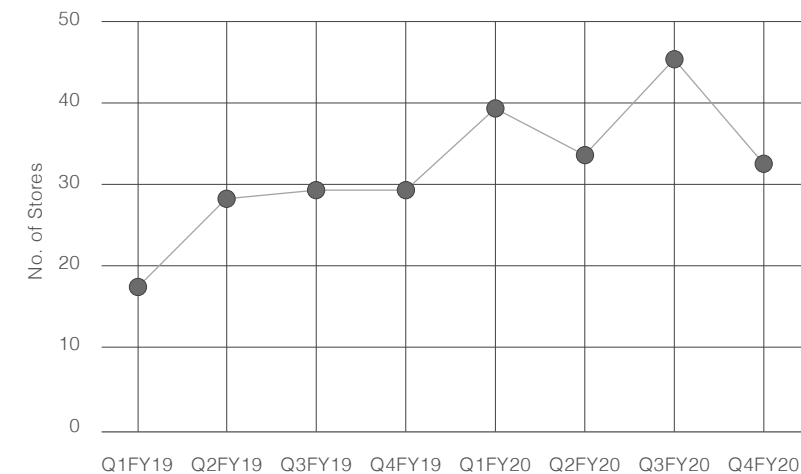
This one-of-its-kind concept started with 3 pilot stores in 2017 and has been scaled up to become the largest private-sector generic pharmacy chain with more than 250 stores.



Scale of Operations

(as on 31st March, 2020)

DAVAINDIA STORE ROLL OUTS



**STRONG PRESENCE
IN GUJARAT,
MAHARASHTRA AND
MADHYA PRADESH**

MARKETING CAMPAIGNS & PROMOTIONAL ACTIVITIES

The company has undertaken bold and aggressive marketing and promotional activities on all fronts and mediums such as TV commercials - national & regional, print, digital & social media, radio, among others; with a strong intent to create top of the mind brand recall in the minds of customers. Additionally, being the front-runner in the private sector generic pharmacy chain - davaindia has taken the onus of creating awareness, propagating merits, and busting myths about generic medicines. Marketing campaigns are receiving very encouraging traction from potential customers, as well as, prospective franchisees. The company has

252 Stores Operational
as on 31st March 2020

**Presence in 10 States and 106
unique cities, towns, villages.**

444 Stores in Pipeline
as on 31st July 2020

catapulted the average wallet spend from consumers, and the number of enquiries from franchisees, post-launch of marketing campaigns.

ONBOARDING BRAND AMBASSADOR - CRICKET LEGEND **MR. KAPIL DEV**

The company has partnered with legendary, celebrated former Indian Cricketer and Captain of the Indian cricket team that won the 1983 Cricket World Cup - Mr. Kapil Dev - as the brand ambassador of the company. Mr. Kapil Dev will endorse the company, prominently, davaindia products and brands. Shortly thereafter, the company launched various campaigns including TV commercials featuring Mr. Kapil Dev.

Mr. Kapil Dev as an icon stands for integrity, excellence and willpower, the company strongly feels he is the perfect fit for endorsing the culture and spirit of davaindia and Zota Health Care Limited.

KEY CAMPAIGNS

ABOVE THE LINE (ATL) ACTIVITIES

Television
CommercialsSocial Media
AdvertisementRadio
AdvertisementHoarding
& Outdoor
Advertisement

Television Commercial

Scan QR Code to
view TVC.

Social Media Advertisement

Hoarding & Outdoor
Advertisement

BELOW THE LINE (BTL) ACTIVITIES

Free
Health CheckupPhamplet
DistributionCanopy
ActivityOld-age
Home Visit

OTHER KEY FEATURES

QUALITY PRODUCTS

The company procures medicines and OTC products only from WHO and GMP approved suppliers. A thorough physical check and quality attestations are carried-out at NABL accredited labs. Only approved goods are processed further.

TECHNOLOGY ORIENTED
INITIATIVES

The company has been keen on leveraging technology in its day-to-day operations. All critical nodes in the value-chain are connected through IT systems. All key functions like inventory management, procurement, searching generic alternates, etcetera are conducted through IT systems developed internally.

Additionally, our online portal - davaindia.com allows potential customers to search for discounted davaindia alternates. The company is also developing e-commerce applications for customers and medical practitioners separately.



STORAGE LOGISTICS

The company has a central warehouse in Surat, Gujarat that

caters to all distributors that further cater to stores, in some cases, the warehouse directly serves the stores.

PERFORMANCE DISCUSSION AND OUTLOOK

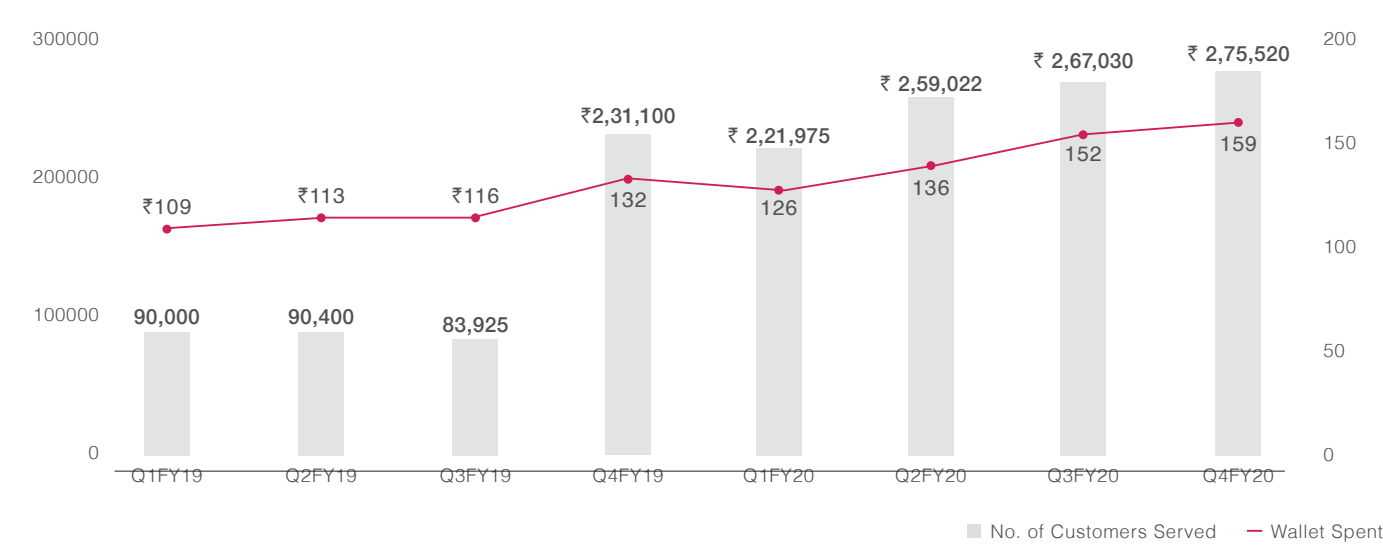
Revenue from Operations in this segment witnessed a growth of 102.9% in FY20 on a y-o-y basis, up from 598.0 Lakhs to 1213.4 Lakhs. Revenue contribution from this segment was 12.7% in FY20 as compared to 6.9% in FY19. The revenue from operations from retail pharmacy chain is expected to

rise significantly on account of a) aggressive store roll-out throughout the country, b) completion of the initial gestation period, 6-9 months, for established stores to reach their minimum sales potential. Additionally, factors such as a broader product portfolio and a growing average wallet-spend are expected to drive sales further. The company has witnessed a XX% increase in average wallet spend

from xxx in FY19 to XXX in FY20. A focused approach towards serving chronic ailments such as Cardiac & Diabetes will further aid this trend.

Going forward, the Retail Pharmacy Chain business vertical is going to be a significant contributor in incremental revenue for the company and will be the growth driver for Zota Health Care Limited in the years to come.

Customers Served and Average Wallet Spends



FINANCIAL RATIOS

Financial Ratios	FY 2019-20	FY 2018 -19	% Change	Remarks
Debtors Turnover	111.8	94.2	18.6%	Not Applicable
Inventory Turnover	97.2	138.6	-29.8%	Proportionate increase in inventories at end of FY20
Interest Coverage Ratio	56.6	214.5	-73.6%	A decrease in EBIT (profitability) coupled with higher financial costs.
Current Current Ratio	3.1	3.1	0.0%	Not Applicable
Debt to Equity Ratio	0.0	0.0	0.0%	Not Applicable
Operating Profit Margin (%)	4.7	9.0	-47.7%	Lower profitability due higher expenses on account of aggressive Davaindia expansion.
Net Profit Margin (%)	2.9	6.5	-55.3%	Lower OPM coupled with higher depreciation.

THREATS, RISKS AND CONCERNS.

- Our industry is one of the most regulated industries in the world. Being a pharmaceutical company, we have to follow various rules and regulations.
- Change in the regulatory norms of India or the exporting countries may affect the operations of our company.
- Malpractices by some of the players in the industry may affect overall performance of the emerging players.
- Our business is working capital intensive, our inability to manage the same may adversely affect our business.
- Our retail pharmacy business is brand centric. Any malpractices or dissatisfaction with our products may harm our brand and subsequently our business.
- Our export business exposes us to the risk of currency fluctuations. Any unhedged exposures may lead to future losses.

INTERNAL CONTROLS AND ADEQUACY

The Company has in place an adequate system of internal control commensurate with the size and nature of its business.

These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the prescribed policies and procedures of the Company. The Audit Committee and the management have reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

Your Company firmly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned with the goals of the human resources of the Company. Taking into this account, your Company continues to Invest in developing its human capital and establishing its brand on the market to attract and retain the best talent. Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintaining good relations with the employees.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis, describing the Company's objective, projections, estimates, expectations, may be forward-looking statements. Actual results may differ materially from those expressed or implied due to various risks and uncertainties. Important factors that could make a difference to the Company's operations include economic and political conditions in India and other countries in which the Company operates, volatility in interest rates, changes in government regulations and policies, tax laws, statutes, and other incidental factors. The Company does not undertake to update these statements.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ketankumar Chandulal Zota	Non-Executive Chairman
Mr. Moxesh Ketanbhai Zota	Managing Director
Mr. Himanshu Muktilal Zota	Whole-time Director
Mr. Manukant Chandulal Zota	Whole-time Director
Mr. Kamlesh Rajanikant Zota	Whole-time Director
Mrs. (Dr.) Varshababen Gaurang Mehta	Non-Executive Independent Director
Mrs. Bhumi Maulik Doshi	Non-Executive Independent Director
Mr. (CA) Vitrag Sureshkumr Modi	Non-Executive Independent Director
Mr. (Dr.) Dhiren Prafulbhai Shah	Non-Executive Independent Director
Mrs. Jayshreeben Nileshkumar Mehta	Non-Executive Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Ashvin Variya

STATUTORY AUDITOR

M/s SHIVANGI PAREKH & CO.,
Chartered Accountants
302, SaiBhavan, Nr. New Saibaba Temple,
Opp. Smc Multilevel Parking, Shahpore, Surat - 395002
Email: shivangica@yahoo.co.in

REGISTRAR & TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.
Category I Registrar to Issue & Share Transfer Agents
Unit No. 49, Bldg No. 13-A-B, 2nd Floor
Samhita Commercial Co-Op. Soc. Ltd,
Off Andheri Kurla Lane, MTNL Lane,
Sakinaka, Mumbai-400072*
Ph. No.: 02228520461/462
Tele Fax: 022 28511809

* Note: w.e.f. September 01, 2020; our RTA's address would be Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka-Mumbai-400072.

REGISTERED OFFICE

"ZOTA HOUSE", 2/896, HiraModi Street,
Sagrampura, Surat- 395002
Ph. No.: 0261 2331601
Email: info@zotahealthcare.com
Website: www.zotahealthcare.com

20TH ANNUAL GENERAL MEETING

Date: 26stSeptember, 2020

Time: 11:00 A.M.

Venue: Through Video Conferencing (VC) or Other Audio Visual Means (OACM) (deemed venue of the AGM would be the registered office of the Company i.e. Zota House, 2/896, Hira Modi Street, Sagrampura, Surat - 395002, Gujarat)

AUDIT COMMITTEE

Vitrag Sureshkumr Modi - Chairman
Varshababen Gaurang Mehta - Member
Himanshu Muktilal Zota - Member
Bhumi Maulik Doshi - Member

NOMINATION & REMUNERATION COMMITTEE

Varshababen Gaurang Mehta - Chairman
Dhiren Prafulbhai Shah - Member
Jayshreeben Nileshkumar Mehta - Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Jayshreeben Nileshkumar Mehta - Chairman
Himanshu Muktilal Zota - Member
Manukant Chandulal Zota - Member

CORPORATE SOCIAL RESPONSIBILITYCOMMITTEE

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

INTERNAL AUDITOR'S

Pradeep K. Singhi& Associates

BANKER TO THE COMPANY

Axis Bank Limited
State Bank of India
Yes Bank Ltd

NOTICE

OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the members of Zota Health Care Limited ('the Company') will be held on Saturday, the 26th day of September, 2020 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the company for the financial year ended on 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. Declaration of final dividend on equity shares @10% i.e. Re. 1/- per Equity share for the financial year 2019-20.
3. To appoint a Director in place of Mr. Himanshu Muktilal Zota, Whole-time Director (DIN-01097722), who retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Place: Surat
Date: 25.08.2020

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

Sd/-
Ashvin Variya
Company Secretary & Compliance Officer

Notes:

- a. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 20th AGM of the Company shall be the registered office of the Company.
- b. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- c. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Annual General Meeting through their authorized representatives, 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 the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
- d. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- e. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.zotahealthcare.com, on website of National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
- f. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 20th AGM without any restriction on account of first-come first-served principle.
- h. Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 19th day of September, 2020 to Saturday, the 26th day of September, 2020 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting and for Annual General Meeting.
- i. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 25, 2020 through email at cszota@zotahelthcare.com. The same will be addressed by the Company suitably.
- j. The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Saturday, the 26th September, 2020 to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:
 - a. As Beneficial Owners as at the end of business hours on 18th September, 2020 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and
 - b. As Members in the Register of Members of the Company after giving effect to valid deletion of name / transmission (As per SEBI circular, as of now no physical transfer of shares are permitted) in physical form lodged with the Company before 18th September, 2020".
- k. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A separate communication in this regards shall be forwarded to all the shareholders to their registered e-mail addresses.
- l. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
- m. 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.
- n. Members holding shares in physical form are requested to notify following details to the Registrar and Transfer Agent (RTA) of the Company Satellite Corporate Services Pvt. Ltd. Unit No. 49, Bldg No. 13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc. Ltd, Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400 072*

- 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 under investor relation tab.)
- iv) PAN card copy for the record of the Company as required under the Guidelines of the SEBI.
- o. 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 cancelation of nomination. Form SH-13 and SH-14 are available on Company's website www.zotahealthcare.com under investor relation tab.
- p. The details of directors appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

* Note: w.e.f. September 01, 2020; our RTA's address would be Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka-Mumbai-400072.

Particulars	HIMANSHU MUKTILAL ZOTA
DIN No.	01097722
Date of Birth	30-05-1974
Date of Appointment on current position	01-04-2010
Qualification	Diploma in Pharmacy
Expertise in specific functional areas	Mr. Himanshu Muktilal Zota has been awarded with degree of Diploma in Pharmacy from the Board of Technical Examinations on behalf of the Government of Maharashtra. He has also done Bachelor in Computer Application from Aptech Compute Education; Surat. He began his journey in the Pharmaceutical Industry in the year 1992 as Retail Pharmacist and a Distributor of Medical Agency and subsequently has been associated with our Company since the time of its incorporation, thus having an aggregate experience of around 27 years in the Pharmaceutical Industry. He has played an instrumental role in initiating and managing Zota Health Care Limited and also played important role in transforming Zota Health Care Limited into one of the fastest growing Companies in Pharma sector. He is looking after various business matters of the Company like strategy formulation, finance, taxation and accounting related matters, information technology related matters, overall management, planning and implementation of new projects, forecasting of upcoming changes in pharma sectors. He is also playing vital role in planning and /implementation of Company's esteemed project DAVAINDIA.
Relationship between Directors inter-se and with Manager and other KMPs	N.A.
List of other Companies in which directorship is held as on 31st March, 2020	1
Chairman/ Member of Committee of other Company	NIL
No. of Shares Held	3268930
No. of Board Meeting attended during last Financial Year	10
Remuneration drawn during last Financial Year	26.01 Lakhs

q. E-voting:

- i) Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members holding shares either in physical mode or dematerialization mode are entitled to exercise their vote through electronic mode.
- ii) The members who are entitled to vote and participate in the AGM through VC / OAVM, and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
- iii) The members who have voted though e-voting are also entitled to attend/ participate in the AGM through VC / OAVM but not entitled to cast their vote during the meeting.
- iv) The Board of Directors of the Company has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as a scrutinizer to scrutinize the e-voting during the Annual General Meeting and the remote e-voting process in a fair and transparent manner.

- v) The Cut-off date for the purpose of e-voting is Friday, the 18th day of September, 2020. Members whose names are appearing on Register of Members on Friday, the 18th day of September, 2020 are entitled to vote through e-voting.
- vi) The e-voting facility will be start from Wednesday, the 23rd day of September, 2020 at 9:00 a.m. and will end on Friday, the 25th day of September, 2020 on 5:00 p.m.
- r. Since this AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- vii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cszota@zotahealthcare.com from September 22, 2020 (9:00 a.m. IST) to September 24, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- vi. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 23rd September, 2020 at 09:00 A.M. and ends on Friday, 25th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

HOW TO LOG-IN TO NSDL E-VOTING WEBSITE?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

HOW TO CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gamil.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Ms. Sarita Mote) at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cszota@zotahealthcare.com
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cszota@zotahealthcare.com
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

DIRECTOR'S REPORT

Your directors are please to present the Annual Report of the Company, accompanying the Audited statement of Accounts for the financial year ended March 31, 2020.

CORPORATE INFORMATION:

The Company was incorporated under the provisions of the Companies Act, 1956; having been domiciled in India since the year 2000. The Company deals in Manufacturing & Trading of the Pharmaceutical Products. The Company caters both the domestic and the international markets.

FINANCIAL RESULTS

Particulars	Standalone		Consolidated	
	For the year Ended 31-03-2020	For the year Ended 31-03-2019	For the year Ended 31-03-2020	For the year Ended 31-03-2019
Revenue from operations	9511.27	8562.94	9511.27	8562.94
Other Income	151.30	154.47	151.30	154.47
Profit before tax and Exceptional Items	388.02	785.92	386.16	785.57
Exceptional Items	-	-	-	-
Profit before Taxation	388.02	785.92	386.16	785.57
Income Tax	105.60	234.77	105.60	234.77
Deferred Tax	6.40	(4.03)	6.40	(4.03)
Profit after Taxation	276.02	555.18	274.15	554.83

DIVIDEND

The Board of Directors are gratified to recommend the final dividend at the rate of 10% i.e. Re.1/- per equity share for the financial year 2019-20. The dividend will be paid to all the entitled members within the time frame specified in the Companies Act, 2013, if the same be approved in this Annual General Meeting.

INVESTOR EDUCATION AND PROTECTION FUND:

Since no requirement arose during the year to transfer any amount to the Investor and Education Protection Fund, the company did not transfer any amount to the said fund.

TRANSFER TO RESERVE

Company did not propose any amount to be transferred to its General Reserve for the financial year 2019-20.

STATEMENT OF COMPANY'S AFFAIRS

Revenues in financial year 2019-20 grew by 11% YoY augmented by higher revenue growth of DAVAINDIA i.e. of 103%. Rise in employee and other expenses led to a fall in EBITDA by 35% to Rs. 603 lakhs. PAT lower by 50% and stood at Rs. 275 lakhs led by increased depreciation. Performance of various business verticals of the Company during financial year 2019-20 is as below:

DOMESTIC BUSINESS*:-

- In FY20 domestic revenue was up by 11% over the prior year.
- In FY20 EBITDA came in at Rs. 240 Lakhs with margins at 3.2%.
- PAT at Rs. 23 lakhs in FY20.

*Domestic revenue includes revenue of DAVAINDIA.

EXPORT BUSINESS:

- Exports revenues grew 10% at Rs. 1,989 Lakhs in FY20 with better utilisations and export to newer countries in FY20.
- EBITDA at Rs. 365 lakhs with healthy margins of 18.4% which was higher by 440bps.
- PAT grew 23% at Rs. 265 lakhs for FY20 and PAT margins at 13%.

DAVAINDIA:

- Operationally Davaindia revenues are gaining traction, are aligned as per the management's vision. Stronger growth in FY20 at 103%.
- The management's focus on DAVAINDIA expansions has been inline and is underscored with addition of new stores in the state of Gujarat, Maharashtra, Madhya Pradesh and Uttar Pradesh taking the total stores count to 252 as at March 31, 2020.
- A higher number of ~ 1,338 SKU's has enabled Davaindia to better serve customers across all ailment segments. Thus increasing its customer spends across varied price points, the average wallet spends was Rs. 159.
- The company has adopted various marketing and communication channels like print, T.V and other mediums to increase top of the mind brand recall in the minds of the customers. This exercise that begun to gain traction and has witnessed wallet share increase among its users.

COVID-19 IMPACT ON BUSINESS

Due to COVID-19 outbreak throughout the globe our manufacturing plant was remained shut from March 23, 2020 to April 16, 2020; due to this dispatches of goods to various countries have been affected.

Moreover, due to lockdowns imposed in various states, dispatches of the goods to customers have adversely impacted. However, as per the different directives issued by the various government authorities, the Company has resumed operations in phased manner w.e.f. April 17, 2020. The Company has ascertained the impact of this pandemic and made assessment that the impact of COVID-19 on company's business is likely to short to medium term. However, as company is falling under essential commodities the company's business was not that affected as compared to overall economy.

The Company has done assessment of its liquidity position and expects to fully recover the carrying amount of receivables, investments, intangible assets and other assets. The Company has also evaluated the inventory in hands and found it's sufficient to honor the future orders. However, at this stage it's uncertain to evaluate the duration of the pandemic, if the current pandemic situation remains lasted for long period then the impact may be different from the estimates.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company comprises of ten (10) directors; one Non-Executive Chairman, one Managing Director, three Whole-time Directors and remaining five being Independent Directors. As on the date of this report, the Board of the company constitutes of the following directors:

Name of Directors	Category & Designation
Mr. Ketankumar Chandulal Zota	Non-Executive Chairman
Mr. Moxesh Ketanbhai Zota	Executive Managing Director
Mr. Himanshu Muktilal Zota	Executive Whole-time Director
Mr. Manukant Chandulal Zota	Executive Whole-time Director
Mr. Kamlesh Rajanikant Zota	Executive Whole-time Director
Mrs. Varshababen Gaurang Mehta	Non-Executive Independent Director
Mrs. Bhumi Maulik Doshi	Non-Executive Independent Director
Mr. Vitrag Sureshkumar Modi	Non-Executive Independent Director
Mr. Dhiren Prafulbhai Shah	Non-Executive Independent Director
Mrs. Jayshreeben Nileshkumar Mehta	Non-Executive Independent Director

During the year, Mr. Shailesh Sevantilal Shah and Mr. Mahesh Mavjibhai Prajapati were ceased from the directorship of the Company due to completion of their term as the Non-Executive Independent Directors. Further, in place of ceased directors, members of the company in its 19th Annual General Meeting held on September 21, 2019 have appointed Mr. Dhiren Prafulbhai Shah and Mrs. Jayshreeben Nileshkumar Mehta as the Non-Executive Independent Directors. The Board of Directors of the Company in its meeting held on May 30, 2019 have appointed Mrs. Bhumi Maulik Doshi and Mr. Vitrag Sureshkumar as the Additional Non-executive Independent

MATERIAL CHANGES

There are no Material changes 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.

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 as (Annexure - 1) which forms an Essential part of this report. This Report is also available on the Company's website viz. www.zotahealthcare.com

COMMENTS ON AUDITOR'S REPORT

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

Directors of the Company, further their appointments have been regularized by the members in 19th Annual General Meeting of the company duly held and conducted on September 21, 2019.

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of the directors of the company are liable to retire by rotation, and if eligible, they can offer themselves for the re-appointment. In this Annual General Meeting Mr. Himanshu Muktilal Zota, Whole-time Director of the Company is liable to retire by rotation and being eligible to offer himself for re-appointment.

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

Name of Directors	Category & Designation
Mr. Moxesh Ketanbhai Zota	Managing Director
Mr. Himanshu Muktilal Zota	Whole-time Director
Mr. Manukant Chandulal Zota	Whole-time Director
Mr. Kamlesh Rajanikant Zota	Whole-time Director
Mr. Viral Mandviwala	Chief Financial Officer
Mr. Ashvin Variya	Company Secretary

MEETING OF THE BOARD OF DIRECTORS:

The Board of Directors of the company have met ten (10) times during the year. Details of the same are stated as below:

Sr. No.	Date of Meeting	Board Strength	No. of Director Present
1	10/05/2019	8	6
2	30/05/2019	10	8
3	10/06/2019	10	8
4	15/07/2019	10	9
5	29/07/2019	10	9
6	21/08/2019	10	8
7	23/09/2019	10	10
8	14/11/2019	10	9
9	03/12/2019	10	10
10	07/02/2020	10	9

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 read with Regulations 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; 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 attached as 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 by the company under Section 186 of the Companies Act, 2013 are as below:

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
2	03/12/2019	DavalIndia Health Mart Limited	Subscription	1,000,000
3	16/02/2019	Zota Healthcare Nig. Ltd. *	Subscription	197,300
4	07/06/2018	Zota Healthcare Lanka (Pvt) Ltd	Subscription	86,680

* Incorporation of Zota Healthcare Nig. Ltd. is under process.

CORPORATE SOCIAL RESPONSIBILITY

On receipt of recommendations from the Corporate Social Responsibility ('CSR') Committee, the Board has framed the Corporate Social Responsibility Policy and adopted the same. The detailed CSR policy of the Company is available on the link:

http://www.zotahealthcare.com/wp-content/uploads/2019/08/Corporate_Social_Responsibility_Policy.pdf

The company has carried out varied CSR activities during the financial year 2019-20, the details of the same are as per Annexure - 3. Corporate Social Responsibility Committee of the board has met two (2) times during the last year. Details of the CSR committee meetings are stated as below:

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	12/06/2019	3	3
2	21/03/2020	3	3

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors had given duly signed declarations; stating that they met the criteria's of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of Board, the Independent Directors of the company possess the integrity, requisite experience and expertise, relevant for the industry in which the company operates. Further, all the Independent Directors of the Company have successfully registered with the Independent Director's Databank of the Indian Institute of Corporate Affairs. The online proficiency self- assessment test conduct by the said institute is yet to be passed by them.

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	21/05/2019	3	2
2	14/08/2019	3	2
3	21/09/2019	3	2

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.

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Company has formulated nomination and remuneration committee comprising of three non-executive directors Composition of the Committee is as follows:

Mrs. Varshababen Gaurang Mehta	-	Chairman & Member
Mr. Dhiren Prafulbhai Shah	-	Member
Mr. Jayshreeben Nileshkumar Mehta	-	Member

During the year, three (3) meetings of the nomination and remuneration committee were held. Details of the Meetings are stated as below:

- Any other terms of reference as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under other applicable rules and regulations, if any.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

REMUNERATION TO EXECUTIVE DIRECTORS:

The Board of directors in its duly held meeting, after considering the recommendations received from Company's Nomination and Remuneration Committee, approve the remuneration to be payable to the executive directors of the Company. The remuneration of the executive directors is approved by considering varied norms like qualification, experience, responsibilities, value addition to the Company and financial position of the Company. The board of directors takes the permission of the members, if required, for payment of remuneration to the aforesaid directors.

Remuneration to Non-Executive Directors:

During the year, apart from sitting fees Company has not paid any remuneration to the Non-Executive and Independent Directors.

The detailed policy on directors' appointment and remuneration is available on the below link: http://www.zotahealthcare.com/wpcontent/uploads/2019/08/Policy_on_Appointment_and_Remuneration_for_Directors_Key_Managerial_Personnel_and_Senior_Management_Employee.pdf

AUDIT COMMITTEE:

Pursuant to requirement of Section 177(1) of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Company has formulated Audit Committee. The composition of the Audit Committee as on date is as follows:

Mr. Vitrag Sureshkumar Modi	-	Chairman & Member
Mrs. Varshababen Gaurang Mehta	-	Member
Mrs. Bhumi Maulik Doshi	-	Member
Mr. Himanshu Muktilal Zota	-	Member

During the year, Audit Committee has met four (4) times, details of the same are as stated below:

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	30/05/2019	3	2
2	17/08/2019	4	4
3	14/11/2019	4	4
4	07/02/2020	4	4

The Whole term of references of audit committee are to recommend for appointment of the Statutory Auditor, Internal Auditor and Chief Financial Officer, 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, review Internal Audit Reports, monitor and review compliances of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, monitor and review the utilization of fund raised through IPO, FPO, Right Issue and Preferential Issues and any other terms of reference as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under other applicable rules and regulations, if any.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and to solve the investor's grievances, the Company has formulated Stakeholder Relationship Committee. Composition of the Committee is as follows:

Mr. Jayshreeben Nileshkumar Mehta	-	Chairman & Member
Mr. Manukant Chandulal Zota	-	Member
Mr. Himanshu Muktilal Zota	-	Member

During the year, Stakeholders Relationship Committee has met three (3) times, details of the meetings are as follows:

Sr. No.	Date of Meeting	Strength of Committee	No. of Members Present
1	24/06/2019	3	2
2	08/01/2020	3	3
3	16/03/2020	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. The detailed Whistle Blower Policy & Vigil Mechanism available on below link:

http://www.zotahealthcare.com/wp-content/uploads/2019/11/VIGIL_MECHANISM.pdf

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:

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

- 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;
- 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;
- That the directors had prepared the annual accounts on a going concern basis;
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- 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.

BOARD EVALUATION

The performance evaluation of the board, its Committees and the Independent directors of the company was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as participation in strategy formulation and decision making; participation in Board and Committee meetings; Directions, views and recommendations given to the Company etc.

The board reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs

in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The Performance evaluations of the Independent directors were done by the entire board, excluding the independent directors who were being evaluated did not participate in the same.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a well-placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation were observed.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders were passed by the regulators or the courts or tribunals impacting the going concern status and Company's operations in future.

REPORTING OF FRAUD BY AUDITOR'S

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor has reported to the Audit Committee any instances of fraud committed against the Company by its Officers or Employees, the details of the same would need to be mentioned, if any, in the Director's Report.

CORPORATE GOVERNANCE:

Your Company has incorporated the appropriate standards for the corporate governance. During the year, the Company has migrated from SME platform (NSE EMERGE) to the main board of National Stock Exchange (NSE) w.e.f. August 19, 2019. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SME's are not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as the company was SME listed prior to the said date of migration to the main board of NSE, company has not filed the Corporate Governance Report for the quarters ended prior to and on June 30, 2019 to the Stock Exchange. However, the Company has complied with major requirements of Corporate Governance norms. Further, post Migration of the Company to the main board of NSE, Company has filed all the quarterly compliance reports on corporate governance within the due time line to the Stock Exchange, as specified in regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other Corporate Governance norms mentioned under the said regulation dully complied by the Company. Moreover, as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company gives the corporate governance report in its annual report. Corporate Governance Report is as per **Annexure - 4**.

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 - 5**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report, as required

under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an essential part of this Report.

SECRETARIAL AUDITOR

Your board has appointed the PCS Ranjit Kejriwal, as secretarial Auditor of the company for the period of 5 consecutive years starting from financial year 2016-17. The Secretarial Audit Report for the financial year 2019-20, which has been received from the PCS Ranjit Kejriwal is attached as **Annexure - 6**. Report of the Secretarial Auditor is self-explanatory and need not any further clarification.

COST AUDITOR

During the year, as per the provisions of Section 148(1) of the Companies Act, 2013, the Company has maintained and prepared the cost records. However, as the manufacturing unit of the Company is situated in Special Economic Zone, so requirement of appointment of the Cost Auditor is not applicable to the Company.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Disclosure pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per **Annexure - 7**.

CEO/ CFO CERTIFICATION

In terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015; the CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2019-20. The certificate received from CFO is attached herewith as per **Annexure - 8**.

CODE OF CONDUCT

The Board of Directors has formulated and adopted the Code of Conduct for Board of Directors and Senior Management Personnel from May 30, 2018. During the year, Board of Directors and Senior Management Personnel has complied with general duties, rules, acts and regulations. In this regard certificate from Managing Directors as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per **Annexure - 9**.

Code of Conduct form Board of Directors and Senior Management Personnel effective from May 30, 2018 is available on below link:

http://www.zotahealthcare.com/wp-content/uploads/2019/08/Code_of_Conduct_for_Board_Members_and_Senior_Management_Personnel.pdf

CERTIFICATE ON CORPORATE GOVERNANCE

Corporate Governance is a set of process, practice and system which ensure that the Company is managed in a best interest of stakeholders. The key fundamental principles of corporate governance are transparency and accountability. At Zota, Company's core business objective is to achieve growth with transparency, accountability and with independency. Company has adopted various corporate governance standard and doing business in ethical way by which Company has enhance stakeholders trust, shareholders wealth creation by improving shares valuation, market capitalization, etc.

A certificate received from M/s Shivangi Parekh & Co., Chartered

Accountants, Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance, as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as per **Annexure – 10**.

SHARE CAPITAL

During the year, the Company has issued Bonus Equity Shares amounting Rs. 7,01,69,750 on July 29, 2019, in the ratio of 4:10 [i.e. 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held]. Apart from this Company has not issued any shares with different rights, sweat equity shares or employee stock options. As on the date of this report the paid up Share Capital of the Company stood at Rs. 24.56 crores.

Particulars	Amount (in Rs.)
total assets	72,422
total revenues	NIL
total net loss	(19,290)

DAVAINDIA HEALTH MART LIMITED

During the year, the Company has incorporated DavaIndia Health Mart Limited as a wholly owned subsidiary company. During the year under review DavaIndia Health Mart Limited has not commenced any commercial operations and the financial performance of the same are as below:

Particulars	Amount (in Rs.)
total assets	1,010,000
total revenues	NIL
total net loss	(166,184)

CONSOLIDATED FINANCIAL STATEMENTS

The Statutory Auditor of the Company have provided the Consolidated Financial Statements of the company and the same is forming a part of this Report. The Consolidated Financial Statements includes financial statements of the following companies:

M/s Zota Health Care Limited – Parant Company

M/s Zota Healthcare Lanka (Pvt) Ltd – Wholly Owned Subsidiary Company

M/s Davaindia Health Mart Limited – Wholly Owned Subsidiary Company

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries is given in Form AOC-1 which forms an essential part of this Report and is attached herewith as per **Annexure – 11**.

MATERIAL SUBSIDIARY

The Company has formulated the Policy on Material Subsidiary, indicating therein the threshold limit of Material Subsidiary as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year, the Company does not have any Material Subsidiary. The Policy on Material Subsidiary is available on the Company's website and can be accessed from following link:

http://www.zotahealthcare.com/wp-content/uploads/2019/08/Policy_on_Material_Subsubsidiary.pdf

Place: Surat

Date: 25.08.2020

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has two Wholly Owned Subsidiary Companies as below:

- 1) M/s Zota Healthcare Lanka (Pvt) Ltd (incorporated in Sri Lanka)
- 2) M/s DavaIndia Health Mart Limited

PERFORMANCE OF SUBSIDIARY COMPANIES

ZOTA HEALTHCARE LANKA (PVT) LTD

During the year under review Zota Healthcare Lanka (Pvt) Ltd has not commenced any commercial operations in Sri Lanka and the financial performance of the same are as below:

BUSINESS RESPONSIBILITY REPORT

As stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective is attached as a part of the Annual Report and is attached herewith as per Annexure – 12.

SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

SEXUAL HARASSMENT OF WOMEN

The constitution of the Internal Complaints Committee of the company is in accordance with the provisions relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, there were no cases filed pursuant to the aforesaid Act.

ACKNOWLEDGEMENT:

We hereby appreciate and acknowledges the full support and coordination of our Bankers, Auditors, RTA and members during the year.

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-
Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

FORM MGT 9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31.03.2019

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	L24231GJ2000PLC038352
ii	Registration Date	12/07/2000
iii	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	Yes
Vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. Unit No. 49, Bldg No. 13-A-B, 2nd Floor Samhita Commercial Co-Op. Soc. Ltd Off Andheri Kurla Lane, MTNL Lane Sakinaka, Mumbai - 400 072* Ph. No.: 022 28520461/462. Fax: 022 28511809 Website: www.satellitecorporate.com email: service@satellitecorporate.com

* Note: w.e.f. September 01, 2020; our RTA's address would be Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka-Mumbai-400072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are stated as below:

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	77.85
2	Manufacture of allopathic pharmaceutical preparations	21002	20.58

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
1	Zota Healthcare Lanka Pvt Ltd No.7 1/2 Devanmpiyathisa Mawatha, Colombo 10	N.A.*	Subsidiary	100	2(87)
2	DAVAINDIA HEALTH MART LIMITED Shop No. G 44 Ayappa Ind, Zota House, Bhedwad, Choryasi, Surat-394220	U24110GJ2020PLC111827	Subsidiary	100	2(87)

* Foreign subsidiary

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 (as on 01.04.2019)				shareholding at the end of the year (as on 31.03.2020)				%Change during the year
	Demat	Physical	Total	% of total shares	Demat	physical	Total	% of total shares	
1	2	3	4	5	6	7	8	9	10
Promoters									
Indian									
Individuals / Hindu Undivided Family	11885633	0	11885633	67.75	17174577	0	17174577	69.93	2.18
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
Persons Acting In Concert (Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (1)	11885633	0	11885633	67.75	17174577	0	17174577	69.93	2.18
Foreign	0	0	0	0.00		0	0	0.00	0.00
Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	
Total Shareholding of Promoter (A) = (A)(1)+(A) (2)	11885633	0	11885633	67.75	17174577	0	17174577	69.93	2.18
Public Shareholding			0				0		
Institutions			0				0		
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Financial Institutions / Banks	0	0	0	0.00	1881	0	1881	0.01	0.01
Central Government	0	0	0	0.00	0	0	0	0.00	0.00
State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00

Category of shareholders	No of shares held at the beginning of the year (as on 01.04.2019)				shareholding at the end of the year (as on 31.03.2020)				%Change during the year
	Demat	Physical	Total	% of total shares	Demat	physical	Total	% of total shares	
1	2	3	4	5	6	7	8	9	10
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1)	0	0	0	0.00	1881	0	1881	0.01	0.01
Non-Institutions									
Bodies Corporate									
i) Indian	2225386	0	2225386	12.69	2110607	0	2110607	8.59	-4.09
ii) Overseas	0	0	0	0	0	0	0	0	0
Individuals									
Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	2391375	162866	2554241	14.56	2720675	103165	2823840	11.50	-3.06
Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	383200	77840	461040	2.63	1716005	57757	1773762	7.22	4.59
Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Member	500	0	500	0.00	3518	0	3518	0.01	0.01
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians (Non-repatriable)	29080	0	29080	0.17	39835	0	39835	0.16	0.00
Non Resident Indians (Repatriable)	2500	0	2500	0.01	3960	0	3960	0.02	0.00
HUF	368184	16788	384972	2.19	622687	5660	628347	2.56	0.36
Sub-total (B) (2)	5400225	257494	5657719	32.25	7217287	166582	7383869	30.06	-2.19
Total Public Shareholding (B) = (B)(1)+(B)(2)	5400225	257494	5657719	32.25	7219168	166582	7385750	30.07	-2.18
TOTAL (A)+(B)	17285858	257494	17543352	100.00	24393745	166582	24560327	100.00	0.00
Shares held by Custodians Custodian for GDRs & ADRs									
Promoter & Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Public	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total : (C)(1)	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	17285858	257494	17543352	100.00	24393745	166582	24560327	100.00	0.00

Note:

- (1) The Percentages calculated on the paid-up share capital 17543352 shares as at the beginning of the year
- (2) The Percentages calculated on the paid-up share capital 24560327 shares after the Bonus issue as at the end of the year.

ii. Shareholding of Promoters

Sr. No	Shareholders Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year- 31.03.2020			% 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	ANILABEN KETANKUMAR ZOTA	546500	3.12	0.00	768250	3.13	0.00	0.01
2	ANJNABEN SHRENIKKUMAR GANDHI	288	0.00	0.00	403	0.00	0.00	0.00
3	ASHOKKUMAR CHANDULAL ZOTA	8402	0.05	0.00	11762	0.05	0.00	0.00
4	ASHOKKUMAR CHANDULAL ZOTA (HUF)	997	0.01	0.00	1400	0.01	0.00	0.00
5	ARUNABEN RAMESHKUMAR SHAH	0	0.00	0.00	700	0.00	0.00	0.00
6	CHAMPABEN HALCHANDBHAI MEHTA	648	0.00	0.00	907	0.00	0.00	0.00
7	CHANDRIKABEN SUBODHCHANDRA SHAH	216	0.00	0.00	302	0.00	0.00	0.00
8	DHARA KETAN ZOTA	128148	0.73	0.00	178147	0.73	0.00	0.00
9	DIMPLE DHAVAL SHAH	1148	0.01	0.00	1607	0.01	0.00	0.00
10	HALCHANDBHAI MANILAL MEHTA	3444	0.02	0.00	4821	0.02	0.00	0.00
11	HARSHABEN ASHVINBHAI SIRIYA	648	0.00	0.00	297	0.00	0.00	0.00
12	HELI RITESH SHAH	25600	0.15	0.00	35840	0.15	0.00	0.00
13	HIMANSUBHAI MUKTILAL ZOTA HUF	9456	0.05	0.00	13238	0.05	0.00	0.00
14	HIMANSUBHAI MUKTILAL ZOTA	2319800	13.22	0.00	3268930	13.31	0.00	0.09
15	INDUBEN MUKTILAL ZOTA	1200	0.01	0.00	1680	0.01	0.00	0.00
16	KAMLESH RAJANIKANT ZOTA	1412074	8.05	0.00	1991103	8.11	0.00	0.06
17	KETANKUMAR CHANDULAL ZOTA	2165974	12.34	0.00	3045363	12.40	0.00	0.06
18	KINJAL NIKESH MEHTA	19360	0.11	0.00	27904	0.11	0.00	0.00
19	KRINAL V ANKHAD	6168	0.04	0.00	8635	0.04	0.00	0.00
20	KUMARPAL RAJNIKANT MEHTA	648	0.00	0.00	907	0.00	0.00	0.00
21	MANISHA TUSHARKUMAR MEHTA	8424	0.05	0.00	11793	0.05	0.00	0.00
22	MANISHABEN KAMLESHKUMAR ZOTA	937119	5.34	0.00	1443966	5.88	0.00	0.54
23	MANUKANT CHANDULAL ZOTA	2268693	12.93	0.00	2176870	8.86	0.00	-4.07
24	MANUKANT CHANDULAL ZOTA(HUF)	147691	0.84	0.00	206767	0.84	0.00	0.00
25	MEHTA SURESH HALCHAND	1228	0.01	0.00	1719	0.01	0.00	0.00
26	MOXESH KETANBHAI ZOTA	350000	2.00	0.00	494150	2.01	0.00	0.01
27	NIRALKUMAR MUKTILAL ZOTA	5000	0.03	0.00	7279	0.03	0.00	0.00

Sr. No	Shareholders Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year- 31.03.2020			% 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	
28	NIRMALABEN A SHAH	768	0.01	0.00	1075	0.01	0.00	0.00
29	NIRUBEN VINODCHANDRA MEHTA	6480	0.04	0.00	9072	0.04	0.00	0.00
30	NITABEN RAJESHBHAI MEHTA	4056	0.02	0.00	5543	0.02	0.00	0.00
31	PRAFUL RATILAL VORA	9236	0.05	0.00	12930	0.05	0.00	0.00
32	PUSHPABEN SEVENTILAL DOSHI	2568	0.01	0.00	3245	0.01	0.00	0.00
33	RAJNIKANT SHANTILAL MEHTA.	432	0.00	0.00	604	0.00	0.00	0.00
34	RASILABEN MANUKANTBHAI ZOTA	10000	0.06	0.00	1014000	4.13	0.00	4.07
35	RAMILA R MEHTA	0	0.00	0.00	50	0.00	0.00	0.00
36	RASILABEN V SIRIYA	2928	0.02	0.00	4099	0.02	0.00	0.00
37	RATILAL ZUMCHAND VORA	2400	0.01	0.00	3435	0.01	0.00	0.00
38	SHRIPAL R MEHTA	1728	0.01	0.00	2419	0.01	0.00	0.00
39	VARSHABEN HIMANSHUBHAI ZOTA	533523	3.04	0.00	894769	3.64	0.00	0.6
40	VIREN MANUKANT ZOTA	363600	2.07	0.00	509040	2.07	0.00	0.00
41	VIREN MANUKANT ZOTA (HUF)	7000	0.04	0.00	9800	0.04	0.00	0.00
42	ZOTA KETANKUMAR CHANDULAL (HUF)	572040	3.26	0.00	999756	4.07	0.00	0.81
TOTAL		11885633	67.75	0.00	17174577	69.93	0.00	2.18

Note:

- (1) The Percentages calculated on the paid-up share capital 17543352 shares as at the beginning of the year
- (2) The Percentages calculated on the paid-up share capital 24560327 shares after the Bonus issue as at the end of the year.

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

SR. NO	PROMOTER	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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	ANILABEN KETANKUMAR ZOTA	546500	3.10	01-04-2019	0		546500	3.12
				02-08-2019	218600	Bonus Allotment	765100	3.12
				11-10-2019	3150	Buy	768250	3.13
				31-03-2020	0		768250	3.13
2	ANJNABEN SHRENIKKUMAR GANDHI	288	0.00	01-04-2019	0		288	0.00
			0.00	02-08-2019	115	Bonus Allotment	403	0.00
				31/03/2020	0		403	0.00
3	ARUNABEN RAMESHKUMAR SHAH	500	0.00	01-04-2019	0		500	0.00
				02-08-2019	200	Bonus Allotment	700	0.00
				31-03-2020	0		700	0.00
4	ASHOKKUMAR CHANDULAL ZOTA	8402	0.05	01-04-2019	0		8402	0.05
				02-08-2019	3360	Bonus Allotment	11762	0.05
				31-03-2020	0		11762	0.05
5	ASHOKKUMAR CHANDULAL ZOTA (HUF)	997	0.01	01-04-2019	0		997	0.01
			0.00	26-07-2019	3	Buy	1000	0.01
				02-08-2019	400	Bonus Allotment	1400	0.01
				31-03-2020	0		1400	0.01
6	CHAMPABEN HALCHANDBHAI MEHTA	648	0.00	01-04-2019	0		648	0.00
			0.00	02-08-2019	259	Bonus Allotment	907	0.00
				31-03-2020	0		907	0.00
7	CHANDRIKABEN SUBODHCHANDRA SHAH	216	0.00	01-04-2019	0		216	0.00
			0.00	02-08-2019	86	Bonus Allotment	302	0.00
				31-03-2020	0		302	0.00
8	DHARA KETAN ZOTA	128148	0.01	01-04-2019	0		128148	0.73
			0.00	19-04-2019	50	Buy	128198	0.73
			0.00	03-05-2019	35	Buy	128233	0.73
			0.00	07-06-2019	10	Buy	128243	0.73
				14-06-2019	-995	Sell	127248	0.73
				02-08-2019	50899	Bonus Allotment	178147	0.73
				31-03-2020	0		178147	0.73
9	DIMPLE DHAVAL SHAH	1148	0.01	01-04-2019	0		1148	0.01
				02-08-2019	459	Bonus Allotment	1607	0.01
				31-03-2020	0		1607	0.01
10	HALCHANDBHAI MANILAL MEHTA	3444	0.02	01-04-2019	0		3444	0.02
			0.00	02-08-2019	1377	Bonus Allotment	4821	0.02
				31-03-2020	0		4821	0.02

SR. NO	PROMOTER	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
11	HARSHABEN ASHVINBHAI SIRIYA	648	0.00	01-04-2019	0		648	0.00
			0.00	03-05-2019	-500	Sell	148	0.00
				02-08-2019	59	Bonus Allotment	207	0.00
				30-09-2019	250	Buy	457	0.00
				13-12-2019	-160	Sell	297	0.00
				31-03-2020	0		297	0.00
12	HELI RITESH SHAH	25600	0.15	01-04-2019	0		25600	0.15
			0.00	02-08-2019	10240	Bonus Allotment	35840	0.15
				31-03-2020	0		35840	0.15
13	HIMANSHU MUKTILAL ZOTA HUF	9456	0.05	01-04-2019	0		9456	0.05
			0.00	02-08-2019	3782	Bonus Allotment	13238	0.05
				31-03-2020	0		13238	0.05
14	HIMANSHU MUKTILAL ZOTA	2319800	13.17	01-04-2019	0		2319800	13.22
				21-06-2019	3500	Buy	2323300	13.24
				02-08-2019	929320	Bonus Allotment	3252620	13.24
				04-10-2019	16150	Buy	3268770	13.31
				31-03-2020	160	Buy	3268930	13.31
15	INDUBEN MUKTILAL ZOTA	1200	0.01	01-04-2019	0		1200	0.01
				02-08-2019	480	Bonus Allotment	1680	0.01
				31-03-2020	0		1680	0.01
16	KAMLESH RAJANIKANT ZOTA	1412074	8.02	01-04-2019	0		1412074	8.05
				02-08-2019	328093	Bonus Allotment	1740167	7.09
				02-08-2019	236736	Bonus Allotment	1976903	8.05
				13-12-2019	14200	Buy	1991103	8.11
				31-03-2020	0		1991103	8.11
17	KETANKUMAR CHANDULAL ZOTA	2165974	12.35	01-04-2019	0		2165974	12.35
				02-08-2019	866389	Bonus Allotment	3032363	12.35
				04-10-2019	13000	Buy	3045363	12.40
				31-03-2020	0		3045363	12.40
18	KINJAL NIKESH MEHTA.	19360	0.11	01-04-2019	0		19360	0.11
				02-08-2019	8444	Bonus Allotment	27804	0.11
				13-03-2020	100	Buy	27904	0.11
				31-03-2020	0		27904	0.11
19	KRINAL V ANKHAD	6168	0.04	01-04-2019	0		6168	0.04
			0.00	02-08-2019	2467	Bonus Allotment	8635	0.04
				31-03-2020	0		8635	0.04

SR. NO	PROMOTER	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
20	KUMARPAL RAJNIKANT MEHTA	648	0.00	01-04-2019	0		648	0.00
			0.00	02-08-2019	259	Bonus Allotment	907	0.00
			0.00	31-03-2020	0		907	0.00
21	MANISHA TUSHARKUMAR MEHTA	8424	0.05	01-04-2019	0		8424	0.05
				02-08-2019	3369	Bonus Allotment	11793	0.05
				31-03-2020	0		11793	0.05
22	MANISHABEN KAMLESHKUMAR ZOTA	937119	5.32	01-04-2019	0		937119	5.32
				02-08-2019	374847	Bonus Allotment	1311966	5.34
				29-08-2019	122000	Buy	1433966	5.84
				06-09-2019	10000	Buy	1443966	5.88
				31-03-2020	0		1443966	5.88
23	MANUKANT CHANDULAL ZOTA	2268693	12.88	01-04-2019	0		2268693	12.93
				02-08-2019	907477	Bonus Allotment	3176170	12.93
				13-09-2019	-1150000	Transfer of shares through the gift deed (inter-se transfer)	2026170	8.25
				11-10-2019	139280	Buy	2165450	8.82
				18-10-2019	11420	Buy	2176870	8.86
				31-03-2020	0		2176870	8.86
24	MANUKANT CHANDULAL ZOTA HUF	147691	0.84	01-04-2019	0		147691	0.84
			0.00	02-08-2019	59076	Bonus Allotment	206767	0.84
				31-03-2020	0		206767	0.84
25	MEHTA SURESH HALCHAND	1228	0.01	01-04-2019	0		1228	0.01
			0.00	02-08-2019	491	Bonus Allotment	1719	0.01
				31-03-2020	0		1719	0.01
26	MOXESH KETANBHAI ZOTA	350000	2.00	01-04-2019	0		350000	2.00
				02-08-2019	140000	Bonus Allotment	490000	2.00
				04-10-2019	4150	Buy	494150	2.01
				31-03-2020	0		494150	2.01
27	NIRALKUMAR MUKTILAL ZOTA	5000	0.03	01-04-2019	0		5000	0.03
				02-08-2019	2000	Bonus Allotment	7000	0.03
				31-03-2020	279	Buy	7279	0.03
28	NIRMALABEN A SHAH	768	0.00	01-04-2019	0		768	0.00
				02-08-2019	307	Bonus Allotment	1075	0.00
				31-03-2020	0		1075	0.00
29	NIRUBEN VINODCHANDRA MEHTA	6480	0.04	01-04-2019	0		6480	0.04
				02-08-2019	2592	Bonus Allotment	9072	0.04
				31-03-2020	0		9072	0.04

SR. NO	PROMOTER	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
30	NITABEN RAJESHBHAI MEHTA	4056	0.02	01-04-2019	0		4056	0.02
			0.00	02-08-2019	1622	Bonus Allotment	5678	0.02
				13-12-2019	-47	Sell	5631	0.02
				21-02-2020	47	Buy	5678	0.02
				28-02-2020	-36	Sell	5642	0.02
				06-03-2020	-99	Sell	5543	0.02
				31-03-2020	0		5543	0.02
31	PRAFUL RATILAL VORA	9236	0.05	01-04-2019	0		9236	0.05
				02-08-2019	3694	Bonus Allotment	12930	0.05
				31-03-2020	0		12930	0.05
32	PUSHPABEN SEVENTILAL DOSHI	2568	0.01	01-04-2019	0		2568	0.01
				02-08-2019	1027	Bonus Allotment	3595	0.01
				13-12-2019	-350	Sell	3245	0.01
				31-03-2020	0		3245	0.01
33	RAJNIKANT SHANTILAL MEHTA	432	0.00	01-04-2019	0		432	0.00
			0.00	02-08-2019	172	Bonus Allotment	604	0.00
				31-03-2020	0		604	0.00
34	RASILABEN MANUKANTBHAI ZOTA	10000	0.06	01-04-2019	0		10000	0.06
			0.00	02-08-2019	4000	Bonus Allotment	14000	0.06
			0.00	13-09-2019	1000000	Inter-se transfer of shares between the promoter group; through the gift deed.	1014000	4.13
				31-03-2020	0		1014000	4.13
35	RAMILA R MEHTA	0	0.00	01-04-2020	0		0	0.00
				20-03-2020	50	Buy	50	0.00
				31-03-2020	0		50	0.00
36	RASILABEN V SIRIYA	2928	0.02	01-04-2019	0		2928	0.02
				02-08-2019	1171	Bonus Allotment	4099	0.02
				31-03-2020	0		4099	0.02
37	RATILAL ZUMCHAND VORA	2400	0.01	01-04-2019	0		2400	0.01
				02-08-2019	960	Bonus Allotment	3360	0.01
				31-03-2020	75	Buy	3435	0.01
38	SHRIPAL R MEHTA	1728	0.01	01-04-2019	0		1728	0.01
				02-08-2019	691	Bonus Allotment	2419	0.01
				31-03-2020	0		2419	0.01

SR. NO	PROMOTER	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
39	VARSHABEN HIMANSHUBHAI ZOTA	533523	3.03	01-04-2019	0		533523	3.03
				21-06-2019	8497	Buy	542020	3.09
				02-08-2019	216812	Bonus Allotment	758832	3.62
				06-09-2019	130850	Buy	889682	3.64
				04-10-2019	4200	Buy	893882	3.64
				20-03-2020	887	Buy	894769	3.64
				31-03-2020	0		894769	3.64
40	VIREN MANUKANT ZOTA	363600	2.06	01-04-2019	0		363600	2.06
			0.00	02-08-2019	145440	Bonus Allotment	509040	2.07
			0.00	31-03-2020	0		509040	2.07
41	VIREN MANUKANT ZOTA (HUF)	6000	0.03	01-04-2019	0		7000	0.04
			0.00	02-08-2019	2800	Bonus Allotment	9800	0.04
			0.00	31-03-2020	0		9800	0.04
42	ZOTA KETANKUMAR CHANDULAL(HUF)	572040	3.25	01-04-2019	0		572040	3.25
				21-06-2019	8500	Buy	580540	3.32
				02-08-2019	232216	Bonus Allotment	812756	3.31
				06-09-2019	186000	Buy	998756	4.07
				04-10-2019	1000	Buy	999756	4.07
				31-03-2020	0		999756	4.07

Note:

- (1) The Percentages calculated on the paid-up share capital 17543352 shares as at the beginning of the year
- (2) The Percentages calculated on the paid-up share capital 24560327 shares after the Bonus issue as at the end of the year.

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

SR. NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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	JAINAM SHARE CONSULTANTS PVT. LTD	1697995		01-04-2019	0		1697995	6.91
				05-04-2019	1500	Buy	1699495	6.92
				12-04-2019	-9952	Sell	1689543	6.88
				19-04-2019	-875500	Sell	814043	3.31
				26-04-2019	-6500	Sell	807543	3.29
				03-05-2019	-583	Sell	806960	3.29
				10-05-2019	-36002	Sell	770958	3.14
				17-05-2019	-1500	Sell	769458	3.13
				24-05-2019	1111654	Buy	1881112	7.66
				07-06-2019	38000	Buy	1919112	7.81
				14-06-2019	-1324752	Sell	594360	2.42
				21-06-2019	1295735	Buy	1890095	7.70
				28-06-2019	-708808	Sell	1181287	4.81
				05-07-2019	7500	Buy	1188787	4.84
				12-07-2019	307541	Buy	1496328	6.09
				19-07-2019	-2973	Sell	1493355	6.08
				26-07-2019	-541030	Sell	952325	3.88
				02-08-2019	739393	Buy	1691718	6.89
				02-08-2019	380930	Bonus allotment	2072648	8.44
				09-08-2019	-8599	Sell	2064049	8.40
				16-08-2019	5600	Buy	2069649	8.43
				23-08-2019	-1008285	Sell	1061364	4.32
				30-08-2019	1055020	Buy	2116384	8.62
				06-09-2019	-1389738	Sell	726646	2.96
				13-09-2019	758379	Buy	1485025	6.05
				20-09-2019	-16846	Sell	1468179	5.98
				27-09-2019	-171149	Sell	1297030	5.28
				30-09-2019	-107372	Sell	1189658	4.84
				04-10-2019	-1026889	Sell	162769	0.66
				11-10-2019	978417	Buy	1141186	4.65
				18-10-2019	-404865	Sell	736321	3.00
				25-10-2019	-2206	Sell	734115	2.99
				01-11-2019	-781	Sell	733334	2.99
				08-11-2019	1084	Buy	734418	2.99

SR. NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
				15-11-2019	4718	Buy	739136	3.01
				22-11-2019	615	Buy	739751	3.01
				29-11-2019	96132	Buy	835883	3.40
				06-12-2019	-123	Sell	835760	3.40
				13-12-2019	-92239	Sell	743521	3.03
				20-12-2019	-12707	Sell	730814	2.98
				27-12-2019	-694	Sell	730120	2.97
				31-12-2019	10781	Buy	740901	3.02
				03-01-2020	202440	Buy	943341	3.84
				10-01-2020	-212517	Sell	730824	2.98
				17-01-2020	-70819	Sell	660005	2.69
				24-01-2020	-27580	Sell	632425	2.57
				31-01-2020	818	Buy	633243	2.58
				07-02-2020	-33064	Sell	600179	2.44
				14-02-2020	-5276	Sell	594903	2.42
				21-02-2020	-30214	Sell	564689	2.30
				28-02-2020	-1736	Sell	562953	2.29
				06-03-2020	-1008	Sell	561945	2.29
				13-03-2020	-57538	Sell	504407	2.05
				20-03-2020	83	Buy	504490	2.05
				27-03-2020	198406	Buy	702896	2.86
				31-03-2020	201650	Buy	904546	3.68
2	AXIS BANK LIMITED	0	0.00	01-04-2019	0		0	0.00
				30-09-2019	149024	Buy	149024	0.61
				04-10-2019	986568	Buy	1135592	4.62
				11-10-2019	-567796	Sell	567796	2.31
				29-11-2019	-94463	Sell	473333	1.93
				13-12-2019	100000	Buy	573333	2.33
				03-01-2020	100000	Buy	673333	2.74
				17-01-2020	59910	Buy	733243	2.99
				24-01-2020	25500	Buy	758743	3.09
				07-02-2020	36000	Buy	794743	3.24
				21-02-2020	29856	Buy	824599	3.36
				06-03-2020	1368	Buy	825967	3.36
				13-03-2020	65700	Buy	891667	3.63
				20-03-2020	290032	Buy	1181699	4.81

SR. NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
				27-03-2020	-200633	Sell	981066	3.99
				31-03-2020	-200000	Sell	781066	3.18
3	JAINAM COMMODITIES PVT. LTD.	236154	1.34	01-04-2019	0		236154	1.34
				19-04-2019	875000	Buy	1111154	4.52
				07-06-2019	-1110654	Sell	500	0.00
				14-06-2019	1325000	Buy	1325500	5.40
				28-06-2019	-615500	Sell	710000	2.89
				12-07-2019	-340000	Sell	370000	1.51
				26-07-2019	-370000	Sell	0	0.00
				23-08-2019	1300000	Buy	1300000	5.29
				30-08-2019	-1100000	Sell	200000	0.81
				06-09-2019	950600	Buy	1150600	4.68
				13-09-2019	-714205	Sell	436395	1.78
				20-09-2019	655	Buy	437050	1.78
				27-09-2019	-16350	Sell	420700	1.71
				30-09-2019	-40600	Sell	380100	1.55
				22-11-2019	-6850	Sell	373250	1.52
				29-11-2019	-3615	Sell	369635	1.51
				06-12-2019	-4000	Sell	365635	1.49
				03-01-2020	-300000	Sell	65635	0.27
				10-01-2020	214021	Buy	279656	1.14
				31-03-2020	-279656	Sell	0	0.00
4	JAMNADAS PURUSHOTTAMDAS CHANDAK	90700	0.52	01-04-2019	0		90700	0.52
				07-06-2019	15000	Buy	105700	0.43
				28-06-2019	1194	Buy	106894	0.44
				05-07-2019	306	Buy	107200	0.44
				19-07-2019	200	Buy	107400	0.44
				26-07-2019	2169	Buy	109569	0.45
				02-08-2019	4831	Bonus allotment	114400	0.47
				09-08-2019	43827	Buy	158227	0.64
				31-03-2020	1932	Buy	160159	0.65
5	PRIYANKA VIREN ZOTA	10760	0.06	01-04-2019	0		10760	0.06
				02-08-2019	4304	Bonus Allotment	15064	0.06
				13-09-2019	150000	Acquisition of shares through the gift deed executed by the Promoter	165064	0.67

SR. NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
				18-10-2019	9042	Buy	174106	0.71
				31-03-2020	0			174106
6	PRAVIN PANNALAL SHAH (HUF)	95000	0.54	01-04-2019	0		95000	0.54
	1204150000305953			10-05-2019	25000	Buy	120000	0.49
				02-08-2019	48000	Bonus Allotment	168000	0.68
				31-03-2020	0		168000	0.68
7	PANTOMATH STOCK BROKERS PRIVATE LTD	141876						
	0.81	01-04-2019	0		141876	0.81		
				05-04-2019	6500	Buy	148376	0.60
				07-06-2019	-19500	Sell	128876	0.52
				14-06-2019	-7500	Sell	121376	0.49
				21-06-2019	-1000	Sell	120376	0.49
				28-06-2019	-1000	Sell	119376	0.49
				02-08-2019	47750	Bonus Allotment	167126	0.68
				27-09-2019	-5000	Sell	162126	0.66
				01-11-2019	-10000	Sell	152126	0.62
				20-12-2019	-526	Sell	151600	0.62
				03-01-2020	-15000	Sell	136600	0.56
				07-02-2020	-1400	Sell	135200	0.55
				14-02-2020	-10174	Sell	125026	0.51
				20-03-2020	6311	Buy	131337	0.53
				27-03-2020	-6255	Sell	125082	0.51
				31-03-2020	-1146	Sell	123936	0.50
8	NILESH PRAVINCHANDRA DOSHI	332	0.00	01-04-2019	0		332	0.00
				26-07-2019	106192	Buy	106524	0.43
				02-08-2019	42609	Bonus Allotment	149133	0.61
				31-03-2020	0		149133	0.61
9	MIKER FINANCIAL CONSULTANTS PVT LTD	83500	0.47	01-04-2019	0		83500	0.47
	1204480000024250			05-04-2019	-500	Sell	83000	0.47
				26-04-2019	-500	Sell	82500	0.47
				03-05-2019	500	Buy	83000	0.47
				10-05-2019	500	Buy	83500	0.48
				17-05-2019	1500	Buy	85000	0.48
				24-05-2019	1500	Buy	86500	0.49

SR. NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
				07-06-2019	-3000	Sell	83500	0.48
				14-06-2019	-3500	Sell	80000	0.46
				21-06-2019	2000	Buy	82000	0.47
				28-06-2019	-2500	Sell	79500	0.45
				05-07-2019	-1000	Sell	78500	0.45
				12-07-2019	1500	Buy	80000	0.46
				19-07-2019	-3500	Sell	76500	0.44
				26-07-2019	-1000	Sell	75500	0.43
				02-08-2019	700	Buy	76200	0.43
				02-08-2019	30200	Bonus Allotment	106400	0.43
				09-08-2019	500	Buy	106900	0.44
				16-08-2019	2100	Buy	109000	0.44
				23-08-2019	-977	Sell	108023	0.44
				30-08-2019	3198	Buy	111221	0.45
				06-09-2019	-594	Sell	110627	0.45
				13-09-2019	-1771	Sell	108856	0.44
				20-09-2019	215	Buy	109071	0.44
				27-09-2019	884	Buy	109955	0.45
				30-09-2019	4	Buy	109959	0.45
				04-10-2019	197	Buy	110156	0.45
				11-10-2019	-188	Sell	109968	0.45
				18-10-2019	-52	Sell	109916	0.45
				25-10-2019	508	Buy	110424	0.45
				01-11-2019	90	Buy	110514	0.45
				08-11-2019	117	Buy	110631	0.45
				15-11-2019	3512	Buy	114143	0.46
				22-11-2019	-2295	Sell	111848	0.46
				29-11-2019	599	Buy	112447	0.46
				06-12-2019	1547	Buy	113994	0.46
				13-12-2019	556	Buy	114550	0.47
				20-12-2019	-2388	Sell	112162	0.46
				27-12-2019	-132	Sell	112030	0.46
				31-12-2019	-149	Sell	111881	0.46
				03-01-2020	2212	Buy	114093	0.46
				10-01-2020	5341	Buy	119434	0.49
				17-01-2020	736	Buy	120170	0.49

SR. NO	Name of Shareholders	Shareholding at the beginning of the year		DATE	(+) INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	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
				24-01-2020	-659	Sell	119511	0.49
				31-01-2020	210	Buy	119721	0.49
				07-02-2020	-2135	Sell	117586	0.48
				14-02-2020	449	Buy	118035	0.48
				21-02-2020	200	Buy	118235	0.48
				28-02-2020	-4337	Sell	113898	0.46
				06-03-2020	-112	Sell	113786	0.46
				13-03-2020	-2304	Sell	111482	0.45
				20-03-2020	8137	Buy	119619	0.49
				27-03-2020	8173	Buy	127792	0.52
				31-03-2020	-1959	Sell	125833	0.51
10	KAMLESH SURYAKANT SIRIYA	74000	0.42	01-04-2019	0		74000	0.42
				02-08-2019	29600	Bonus Allotment	64000	0.42
				31-03-2020	0		89600	0.42
11	MANTHAN CHINUBHAI SHAH	10000	0.06	01-04-2019	0		10000	0.06
				17-05-2019	32400	Buy	42400	0.24
				02-08-2019	16960	Bonus Allotment	59360	0.24
				06-03-2020	-11655	Sell	47705	0.19
				31-03-2020	0		47705	0.19
12	SEEMA KAMLESH SIRIYA	64000	0.36	01-04-2019	0		64000	0.36
				02-08-2019	25600	Bonus Allotment	89600	0.36
				31-03-2020	0		89600	0.36
13	TARABEN C SHAH	49000	0.2	01-04-2019	0		49000	0.28
				02-08-2019	19600	Bonus Allotment	68600	0.28
				06-03-2020	11655	Buy	80255	0.33
				31-03-2020	0		80255	0.33
14	NAITIK CHINUBHAI SHAH	11400	0.06	01-04-2019	0		11400	0.06
				07-06-2019	11340	Buy	37900	0.15
				19-04-2019	500	Buy	38400	0.16
				02-08-2019	15160	Bonus Allotment	26560	0.11
				09-08-2019	14660	Buy	53060	0.22
				31-03-2020	0		53060	0.22

Note:

- (1) The Percentages calculated on the paid-up share capital 17543352 shares as at the beginning of the year
- (2) The Percentages calculated on the paid-up share capital 24560327 shares after the Bonus issue as at the end of the year.

v. Shareholding of Director's & 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	Chairman	2165974	12.35	3045363	12.40
2	Moxesh Ketanbhai Zota	MD	350000	2.00	494150	2.01
3	Kamlesh Rajnikant Zota	WTD	1412074	8.05	1991103	8.11
4	Himanshu Muktilal Zota	WTD	2319800	13.22	3268930	13.31
5	Manukant Chandulal Zota	WTD	2268693	12.93	2176870	8.86
6	Varshababen Gaurang Mehta	ID	3456	0.02	4838	0.02
7	Bhumi Maulik Doshi#	ID	500	0.002	1400	0.005
8	Vitrag Sureshkumar Modi#	ID	432	0.002	604	0.002
9	Dhiren Prafulbhai Shah#	ID	0	0	0	0
10	Jayshreeben Nileshkumar Mehta#	ID	1458	0.008	2041	0.008
11	Viral Mandviwala	CFO	1296	0.007	1814	0.007
12	Ashvin Variya	CS	0	0	0	0

Appointment of Mr. Vitrag Sureshkumar Modi and Mrs. Bhumi Maulik Doshi have been made w.e.f. May 30, 2019 and Appointment of Mr. Dhiren Prafulbhai Shah and Mrs. Jayshreeben Nileshkumar Mehta have been made w.e.f. September 21, 2019

V. INDEBTEDNESS

(Rs. IN LAKHS)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
I. Principle Amount				
II. Interest due but not paid		NIL		
III. Interest accrued but not due				
Total (I+II+III)				
Change in Indebtedness during the financial year				
Additions		NIL		
Reduction				
Net Change				
Indebtedness at the end of the financial year				
I. Principle Amount				
II. Interest due but not paid		NIL		
III. Interest accrued but not due				
Total (I+II+III)				

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	Moxesh ketanbhai 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	18.00	18.00	18.00	18.00	72.00
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 (% of Turnover)	7.50	7.50	7.50	7.50	30.00
5.	Others, (Sitting fees)	0.27	0.27	0.51	0.36	1.41
	Total	25.77	25.77	26.01	25.86	103.41
	Celling as per the Act	As per Schedule V of the Companies Act, 2013				

B. Remuneration to other Directors

(Rs. IN LAKHS)

Sr. No.	Particulars	Name of Directors							Total Amount
1.	Independent Directors	Varshabhen Gaurang Mehta	Bhumi Maulik Doshi	Vitrag Sureshkumar Modi	Dhiren Prafulbhai Shah	Jayshreeben Nileshkumar Mehta	Saileshkumar Sevantilal Shah*	Mahesh Mavjibhai Prajapati*	
a.	Fees for attending Board/ Committee meetings	0.51	0.39	0.36	0.12	0.21	0.18	NIL	1.77
b.	Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c.	Others								
	Total (1)	1.77							
2.	Other Non-Executive Directors	Ketankumar Chandulal Zota							
a.	Fees for attending Board/ Committee meetings	0.27							
b.	Commission	NIL							
c.	Others								
	Total (2)	0.27							
	Total (1+2)	2.04							
	Total Managerial Remuneration	2.04							
	Overall Managerial Remuneration	2.04							
	Celling as per the Act	As per Schedule V of the Companies Act, 2013							

*Mr. Shailesh Sevantilal Shah and Mr. Mahesh Mavjibhai Prajapati were ceased from the directorship of the Company w.e.f. September 21, 2019; due to completion of their term as the Non-Executive Independent Directors.

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(Rs. IN LAKHS)

Sr. No.	Particulars	Key Managerial Personnel		Total
		Viral Mandviwala (CFO)	Ashvin Variya (CS)	
1.	Gross Salary			
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	5.86	7.14	13
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
2.	No. of Stock option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	As % of profit	0.00	0.00	0.00
	Others (specify)	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total	5.86	7.14	13

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

(Rs. IN LAKHS)

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			NONE		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NONE		
Compounding					
C. OTHER OFFICERS					
Penalty					
Punishment			NONE		
Compounding					

Place: Surat
Date: 25.08.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-
Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

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 arm's length transactions under third proviso thereto

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT 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 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 advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL								

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS (RS.IN LAKHS)

(Rs. IN LAKHS)

Sr. No.	Name(s) of the related party and nature of relationship	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 *	Director's relative	Salary	N.A.	0.45 lakhs per month	30.09.2014	NIL
2	Niral M. Zota	Director's relative	Salary	N.A.	0.45 lakhs per month	30.09.2014	NIL
3	Viren M. Zota	Director's relative	Salary	N.A.	0.45 lakhs per month	30.09.2014	NIL
4	Jatin A. Zota	Director's relative	Commission	N.A.	Commission on sales	30.09.2014	NIL
5	Niral M. Zota	Director's relative	Commission	N.A.	Commission on sales	30.09.2014	NIL
6	Viren M. Zota	Director's relative	Commission	N.A.	Commission on sales	30.09.2014	NIL
7	Himanshu M. Zota	Whole-time Director	Remuneration	N.A.	1.5 lakhs per month	21.08.2019	NIL
8	Kamlesh R. Zota	Whole-time Director	Remuneration	N.A.	1.5 lakhs per month	21.08.2019	NIL
9	Manukant C. Zota	Whole-time Director	Remuneration	N.A.	1.5 lakhs per month	21.08.2019	NIL
10	Moxesh K. Zota	Managing Director	Remuneration	N.A.	1.5 lakhs per month	07.10.2016	NIL
11	Ashvin Bhagavanbhai Variya (CS)	Company Secretary & Compliance Officer	Salary	N.A.	N.A	01.09.2015	NIL
12	Viral A. Mandviwala (CFO)	CFO	Salary	N.A	N.A	21.09.2020	NIL
13	Heli Ritesh Shah	Director's relative	Salary	N.A.	0.15 lakhs per month	12.10.2018	
14	Mr. Egbunike Okechukwu Abel	(Director in Company's WOS Zota Health Care Nig. Ltd , Incorporation of the same is under process)	Salary	N.A.	1000 US \$ per month	04.03.2019	
15	Himanshu M. Zota	Whole-time Director	Commission	N.A.	Commission on sales, 0.1% of annual turnover	21.08.2019	

(Rs. IN LAKHS)

Sr. No.	Name(s) of the related party and nature of relationship	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
16	Kamlesh R. Zota	Whole-time Director	Commission	N.A.	Commission on sales, 0.1% of annual turnover	21.08.2019	
17	Manukant C. Zota	Whole-time Director	Commission	N.A.	Commission on sales, 0.1% of annual turnover	21.08.2019	
18	Moxesh K. Zota	Managing Director	Commission	N.A.	Commission on sales, 0.1% of annual turnover	07.10.2016	
19	Mr. Ketankumar C. Zota	Non-executive Chairman	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
20	Mr. Moxesh K. Zota	Executive Managing Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
21	Mr. Himanshu M. Zota	Executive Whole Time Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
22	Mr. Manukant C. Zota	Executive Whole Time Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
23	Mr. Kamlesh R. Zota	Executive Whole Time Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
24	Mrs. Varshababen Gaurang Mehta	Non-Executive Independent Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
25	Mrs. Bhumi Maulik Doshi	Non-Executive Independent Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
26	Mr. Vitrag Sureshkumar Modi	Non-Executive Independent Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
27	Mr. Dhiren Prafulbhai Shah	Non-Executive Independent Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
28	Mrs. Jayshreeben Nileshkumar Mehta	Non-Executive Independent Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.
29	Mr. Shailesh Sevantilal Shah	Non-Executive Independent Director	Sitting Fees	N.A.	Rs. 0.03 lakhs per meeting	^	N.A.

*Resigned w.e.f. July 31, 2019.

^ Board of Directors of the Company in its meeting held on May 30, 2019 fixed to pay sitting fees of Rs. 0.03 lakhs per meeting.

Place: Surat
Date: 25.08.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-
Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

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 below link:

http://www.zotahealthcare.com/wp-content/uploads/2019/08/Corporate_Social_Responsibility_Policy.pdf

2. THE COMPOSITION OF CSR COMMITTEE

Mr. Himanshu Muktilal Zota	-	Chairman & Member
Mr. Ketankumar Chandulal Zota	-	Member
Mrs. Varshabhen Gaurang Mehta	-	Member

3. AVERAGE NET PROFIT OF THE COMPANY IN LAST THREE FINANCIAL YEARS

Profit calculated as per provisions of section 198 of the Companies Act, 2013 for last three years:

(Rs. IN LAKHS)

Financial Year	Profit as per section 198
2016-17	836.17
2017-18	1134.18
2018-19	785.92
Total Profit during last three financial years	2756.27
Average Profit during last three financial years	918.76

4. PRESCRIBED CSR EXPENDITURE:

2% of average profit during last three years Rs.18.38 lakhs

Total Prescribed CSR Expenditure **Rs. 18.38 lakhs**

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR

- Total amount to be spent for the financial year: Rs.18.38 lakhs
- Amount unspent, if any: N.A.
- Manner in which the amount spent during the financial year is detailed below:

(Rs. IN LAKHS)

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 programs 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.	Providing food to stray animals	Environment protection (Animal Welfare)	Varahi, Patan, Gujarat	2.63	Indirect=3.27	3.27	Jivdaya Gaushala Charitable Trust
2	Health Care sector	Health Care sector	Surat, Gujarat	15.25	Indirect = 15	15	Sraman Ayogyam
3	Books for library	Promoting Education	Navsari, Gujarat	0.50	Indirect =0.11	0.11	Shree Sayaji Vaibhav Sarvajanic Pustakalaya
Toatal				18.38	Indirect =18.38	18.38	

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 spent 2% of average net profit of last three financial year's calculate as per provisions of section 198 of the Companies Act, 2013.

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.

Place: Surat
Date: 25.08.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-
Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

CORPORATE GOVERNANCE REPORT

In terms of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the report containing details of corporate governance systems and processes at Zota Health Care Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is committed to apply the core principles of good Corporate Governance and has benchmarked itself against the prescribed standards. The fundamental objective of Corporate Governance is to enhance the shareholders' value and protecting the interest of the stakeholders. Your Company's philosophy of Corporate Governance aimed at facilitating the management in conducting its business operations in an efficient manner and to meet the obligations towards its shareholders and others.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Executive and Non-Executive Directors, comprising

of four (4) Executive Directors and six (6) Non-Executive Directors. None of the Directors of the Company holds directorship in more than seven listed entities nor is a member of more than ten committees or chairman of more than five committees across all listed entities in which they are Directors. None of the independent directors serving as an independent director in more than seven listed entities and none of the whole time directors or managing director of the Company serving as an independent director in more than three listed entities.

(a) Board Strength and representation:

As on date the Board of Directors comprises of ten directors out of which one(1) is Non-Executive Chairman, one (1) is Managing Director, three (3) are Whole-time Directors and remaining five (5) are Independent Directors. As on date of this report Board of Directors of the company are as follows:

Name of Directors	Category & Designation
Mr. Ketankumar Chandulal Zota	Non-Executive Chairman
Mr. Moxesh Ketanbhai Zota	Executive Managing Director
Mr. Himanshu Muktilal Zota	Executive Whole-time Director
Mr. Manukant Chandulal Zota	Executive Whole-time Director
Mr. Kamlesh Rajanikant Zota	Executive Whole-time Director
Mrs. Varshababen Gaurang Mehta	Non-Executive Independent Director
Mrs. Bhumi Maulik Doshi	Non-Executive Independent Director
Mr. Vitrag Sureshkumar Modi	Non-Executive Independent Director
Mr. Dhiren Prafulbhai Shah	Non-Executive Independent Director
Mrs. Jayshreeben Nileshkumar Mehta	Non-Executive Independent Director

THE DETAILS OF DIRECTORSHIP HELD BY THE DIRECTORS AS ON 31ST MARCH, 2020 AND THEIR ATTENDANCE AT THE BOARD MEETINGS DURING THE YEAR ARE AS FOLLOWS:

Name of the Directors	Category of Director	Directorships in other Indian Public Limited Company(ies)	No. of Membership(s)/ Chairmanship(s) of committees in other Company(ies)		Other listed entities (including debt listed) where Directors of the Company held directorships	Attendance at last AGM	Attendance at Board Meetings	No. of Shares held as on 31.03.2020
			Member	Chairman				
Mr. Ketankumar Chandulal Zota	Chairman/ PD/NED	NIL	NIL	NIL	NIL	YES	8	3045363
Mr. Moxesh Ketanbhai Zota	MD/ED	1	NIL	NIL	NIL	YES	10	494150

Name of the Directors	Category of Director	Directorships in other Indian Public Limited Company(ies)	No. of Membership(s)/ Chairmanship(s) of committees in other Company(ies)		Other listed entities (including debt listed) where Directors of the Company held directorships	Attendance at last AGM	Attendance at Board Meetings	No. of Shares held as on 31.03.2020
			Member	Chairman				
Mr. Himanshu Muktilal Zota	WTD/PD/ED	1	NIL	NIL	NIL	YES	10	3268930
Mr. Manukant Chandulal Zota	WTD/PD/ED	NIL	NIL	NIL	NIL	YES	9	2176870
Mr. Kamlesh Rajanikant Zota	WTD/PD/ED	1	NIL	NIL	NIL	YES	10	1991103
Mrs. Varsha bahen Gaurang Mehta	ID/NED	NIL	NIL	NIL	NIL	YES	10	4838
Mrs. Bhumi Maulik Doshi*	ID/NED	Nil	Nil	Nil	NIL	YES	9	1400
Mr. Vitrag Sureshkumar Modi*	ID/NED	Nil	Nil	Nil	NIL	YES	9	604
Mr. Dhiren Prafulbhai Shah*	ID/NED	Nil	Nil	Nil	NIL	YES	3	0
Mrs. Jayshreeben Nileshkumar Mehta*	ID/NED	Nil	Nil	Nil	NIL	YES	4	2041
Mr. Shailesh Sevantilal Shah^	ID/NED	Nil	Nil	Nil	NIL	YES	3	7776
Mr. Mahesh Mavjibhai Prajapati^	ID/NED	Nil	Nil	Nil	NIL	YES	1	0

PD – Promoter Director, NED – Non Executive Directors, MD – Managing Directors, ED – Executive Director, WTD – Whole-time Director, ID – Independent Director

*Appointments of Mrs. Bhumi Maulik Doshi and Mr. Vitrag Sureshkumar Modi have been made w.e.f. May 30, 2019. Appointments of Mr. Dhiren Prafulbhai Shah and Mr. Jayshreeben Nileshkumar Mehta have been made w.e.f. September 21, 2019.

^Mr. Shailesh Sevantilal Shah and Mr. Mahesh Mavjibhai Prajapati were ceased from the directorship of the Company w.e.f. September 21, 2019; due to completion of their term as the Non-Executive Independent Directors.

Note:

- Mr. Moxesh Ketanbhai Zota, Managing Director of the Company is son of Mr. Ketankumar Chandulal Zota, Chairman of the Company;
- Mr. Ketankumar Chandulal Zota, Chairman of the Company and Mr. Manukant Chandulal Zota, Whole-time Director of the Company are brothers.

(b) Details of number of Board Meetings held in the financial year.

During the financial year 2019-20, there were Ten (10) Board meetings held on following dates:

10/05/2019	30/05/2019	10/06/2019	15/07/2019
29/07/2019	21/08/2019	23/09/2019	14/11/2019
03/12/2019	07/02/2020		

(c) Familiarization to Independent Directors:

All independent directors of the Company along with newly appointed independent directors are familiarized with the various aspects of the Company like overview of Company's business model, Strategy, Operations and functions of the Company, Roles, Rights and Responsibilities of the independent director, Term of reference of different Committees of Board of Directors, Duties of the Independent Director, Statutory Policies of the Company, Off-site visit to plant and other important regulatory aspects as relevant for the directors. The Company, through its Company Secretary, Executive Directors or Manager as well as other Senior Managerial Personnel, conducts presentations/ programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in business. The details of the number of programmes attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is as follow:

<http://www.zotahealthcare.com/wp-content/uploads/2020/02/Familiarization-program-for-IDs.pdf>

(d) Key Board Qualifications:

The Board of Directors of the Company possesses requisite skills, knowledge and experience of various aspects which brings effective contribution to the Board for the decision making. The details of key qualifications of individual Board members are as mentioned in below table. However, all the Board members possess skills and knowledge which are required for the industry in which the Company operates.

Director	Qualifications						
	Knowledge about Pharmaceutical Industry	Finance	Sales	Accounting	Import/Export	Regulatory	Diversity
Mr. Ketankumar Chandulal Zota Chairman	✓	✓	✓		✓	✓	✓
Mr. Moxesh Ketanbhai Zota Managing Director	✓	✓	✓		✓	✓	✓
Mr. Himanshu Muktilal Zota Whole-time Director	✓	✓	✓	✓	✓	✓	✓
Mr. Manukant Chandulal Zota Whole-time Director	✓	✓	✓		✓	✓	✓
Mr. Kamlesh Rajanikant Zota Whole-time Director	✓	✓	✓		✓	✓	✓
Mrs. Varshabhen Gaurang Mehta Independent Director	✓	✓	✓	✓		✓	✓
Mrs. Bhumi Maulik Doshi Independent Director		✓		✓		✓	✓
Mr. Vitrag Sureshkumar Modi Independent Director		✓		✓	✓	✓	✓
Mr. Dhiren Prafulbhai Shah Independent Director	✓	✓	✓			✓	✓
Mrs. Jayshreeben Nileshkumar Mehta Independent Director	✓	✓	✓			✓	✓

(e) Independent Directors confirmation by the Board:

The Company has received the declaration from all the Independent directors under provisions of section 149(7) of the Companies Act, 2013 ('the Act') and under provisions of regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; confirming that they are satisfying the criteria of independence as prescribed under the provisions of section 149(6) of the Act & Regulation 16(1)(b) of the aforesaid Regulations. The Board of Directors of the Company confirm that all the directors satisfy the criteria of Independence as prescribed under provisions of section

149(6) of the Companies Act, 2013 and under provisions of regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. AUDIT COMMITTEE

As on date, the Audit Committee of the company consists of three Independent Directors and one Executive Director of the Company. All the Directors have good understanding in Finance, Accounts and Law. Composition of the Audit committee of the company is as follows:

Name	Categories	Nature of Directorship
Mr. Vitrag Sureshkumar Modi	Chairman	Non-Executive Independent Director
Mrs. Varshabhen Gaurang Mehta	Member	Non-Executive Independent Director
Mrs. Bhumi Maulik Doshi	Member	Non-Executive Independent Director
Mr. Himanshu Muktilal Zota	Member	Executive Director

During the financial year 2019-20, **Four (4) meetings** of Audit Committee were held on following dates:

30/05/2019 17/08/2019 14/11/2019 07/02/2020

Attendances of members for the meetings of Audit Committee held during the year 2019-20 areas below:

(Rs. IN LAKHS)

Name	Categories	No. of Meeting Attended
Mr. Vitrag Sureshkumar Modi*	Chairman	2
Mrs. Varshababen Gaurang Mehta	Member	4
Mr. Himanshu Muktilal Zota	Member	4
Mrs. Bhumi Maulik Doshi*	Member	3
Mr. Shailesh Sevantilal Shah^	Member	1

*Mr. Vitrag Sureshkumar Modi and Mrs. Bhumi Maulik Doshi have been introduced as the chairman and member of the Audit Committee w.e.f. September 23, 2019 and May 30, 2019 respectively.

^ Mr. Shailesh Sevantilal Shah was ceased from the directorship of the Company w.e.f. September 21, 2019; due to completion of his term as an Non-Executive Independent Directors, accordingly he has been ceased from the membership of the Audit Committee.

The term of reference of Audit Committee is as below:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the financial statement and auditor's report thereon.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use of funds raised through public offers and related matters.
- The Audit Committee may call for the comments of the auditors about internal control system, the scope of audit, including the

observations of the auditors and review of the financial statement before their submission to the Board and may also discuss any related issue with the internal and statutory auditors and the management of the company.

- The Audit Committee shall have authority to investigate into any matter in relation to the items specified above in (i) to (iv) or referred to it by the Board and for this purpose shall give power to obtain professional advice from external sources and have full access to information contained in the records of the company.
- The auditors of a company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.
- The Board's report under sub-section (3) of section 134 shall disclose the composition of Audit Committee and where the Board had not accepted any recommendation of the Audit Committee, the same shall be disclosed in such report along with the reasons thereof.
- The victims/persons who use vigil mechanism can direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- Any other terms of reference as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under other applicable rules and regulations, if any.

4. NOMINATION AND REMUNERATION COMMITTEE

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

Name	Categories	No. of Meeting Attended
Mrs. Varshababen Gaurang Mehta	Chairman	3
Mr. Dhiren Prafulbhai Shah*	Member	0
Mrs. Jayshreeben Nileshkumar Mehta*	Member	0
Mr. Shailesh Sevantilal Shah^	Chairman	2
Mr. Mahesh Mavjibhai Prajapati^	Member	1

*Mr. Dhiren Prafulbhai Shah and Mrs. Jayshreeben Nileshkumar Mehta have been introduced as the members of the Nomination and Remuneration Committee w.e.f. September 23, 2019.

^Mr. Shailesh Sevantilal Shah and Mr. Mahesh Mavjibhai Prajapati were ceased from the directorship of the Company w.e.f. September 21, 2019; due to completion of their term as the Non-Executive Independent Directors, accordingly they have been ceased from the chairman and member of the Nomination & Remuneration Committee respectively

The term of reference of Nomination & Remuneration Committee is as below:

- 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.
- Any other terms of reference as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under other applicable rules and regulations, if any.

The Performance evaluation criteria for Independent directors of the company are mentioned in the Directors Report, kindly refer the same.

5. REMUNERATION OF DIRECTORS

During the year company has paid following remuneration and setting fees to the directors as follows:

Name	Category	Remuneration (Rs. In Lakhs)		
		Salary	Commission	Sitting Fess
Mr. Ketankumar Chandulal Zota	Non-executive Chairman	NIL	NIL	0.27
Mr. Moxesh Ketanbhai Zota	Executive Managing Director	18	7.5	0.27
Mr. Himanshu Muktilal Zota	Executive Whole Time Director	18	7.5	0.51
Mr. Manukant Chandulal Zota	Executive Whole Time Director	18	7.5	0.36
Mr. Kamlesh Rajanikant Zota	Executive Whole Time Director	18	7.5	0.27
Mrs. Varshababen Gaurang Mehta	Non-Executive Independent Director	NIL	NIL	0.51
Mrs. Bhumi Maulik Doshi*	Non-Executive Independent Director	NIL	NIL	0.39
Mr. Vitrag Sureshkumar Modi*	Non-Executive Independent Director	NIL	NIL	0.36
Mr. Dhiren Prafulbhai Shah*	Non-Executive Independent Director	NIL	NIL	0.12
Mrs. Jayshreeben Nileshkumar Mehta*	Non-Executive Independent Director	NIL	NIL	0.21
Mr. Shailesh Sevantilal Shah	Non-Executive Independent Director	NIL	NIL	0.18
Mr. Mahesh Mavjibhai Prajapati	Non-Executive Independent Director	NIL	NIL	NIL

* Appointments of Mrs. Bhumi Maulik Doshi and Mr. Vitrag Sureshkumar Modi have been made w.e.f. May 30, 2019 and Appointment of Mr. Dhiren Prafulbhai Shah and Mrs. Jayshreeben Nileshkumar Mehta have been made w.e.f. September 21, 2019.

^ Mr. Shailesh Sevantilal Shah and Mr. Mahesh Mavjibhai Prajapati were ceased from the directorship of the Company w.e.f. September 21, 2019; due to completion of their term as the Non-Executive Independent Directors.

Remuneration to Non-Executive Directors:

During the year, Company has paid only sitting fees to the Non-Executive and Independent Directors of the Company. Apart from this no profit related commissions have been paid to any Non-Executive Directors.

The detailed remuneration policy of the Company is available on the below link:

http://www.zotahealthcare.com/wpcontent/uploads/2019/08/Policy_on_Appointment_and_Remuneration_for_Directors_Key_Manageerial_Personnel_and_Senior_Management_Employee.pdf

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Name	Categories	Nature of Directorship
Mrs. Jayshreeben Nileshkumar Mehta*	Chairman	Non-Executive Independent Director
Mr. Himanshu Muktilal Zota	Member	Executive Whole-time Director
Mr. Manukant Chandulal Zota	Member	Executive Whole-time Director

During the financial year 2019-20, Three (3) meetings of Stakeholder's Relationship Committee were held on following dates:

24/06/2019 08/01/2020 16/03/2020

Attendance of members for the meeting of Stakeholder's Relationship Committee held during the year 2019-20 is as below:

Name	Categories	No. of Meeting Attended
Mrs. Jayshreeben Nileshkumar Mehta*	Chairman	2
Mr. Himanshu Muktilal Zota	Member	3
Mr. Manukant Chandulal Zota	Member	3
Mr. Mahesh Mavjibhai Prajapati^	Member	0

* Mrs. Jayshreeben Nileshkumar Mehta has been introduced as the members of the Nomination and Remuneration Committee w.e.f. September 23, 2019.

^ Mahesh Mavjibhai Prajapati was ceased from the directorship of the Company w.e.f. September 21, 2019; due to completion of his term as an Non-Executive Independent Directors, accordingly he has been ceased from the membership of the Audit Committee.

NAME & DESIGNATION AND ADDRESS OF THE COMPLIANCE OFFICER

CS Ashvin Variya
Zota Health Care Ltd.
Zota House, 2/896, Hira Modi Street,
Sagrampura, Surat – 395002, Gujarat

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints are as follows:

STATUS OF COMPLAINTS PENDING, RECEIVED, DISPOSED AND UNRESOLVED:

Number of Shareholders' Complaints Pending at the end of the year	NIL
Number of Shareholders' Complaints received during the year	0
Number of Shareholders' Complaints disposed during the year	0
Number of Shareholders' Complaints remain unresolved during the year	NIL

7. GENERAL BODY MEETING

a) The details of Annual General Meetings held during the last three years are as follows:

Year	Day, Date and Time	Venue
2016-17	Thursday, 10th August, 2017 at 11:00 A.M.	The Southern Gujarat chamber of Commerce & Industry, 1st Floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat
2017-18	Saturday, 11th day of August, 2018 At 11:00 A.M.	The Southern Gujarat chamber of Commerce & Industry, 1st Floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat
2018-19	Saturday, 21st day of September, 2019 at 11:00 A.M.	The Southern Gujarat chamber of Commerce & Industry, 1st Floor, 'Samruddhi Hall', Makkai Pool, Nanpura, Surat – 395001, Gujarat

THE DETAILS OF RESOLUTION(S) WHICH WERE PASSED IN THE LAST THREE ANNUAL GENERAL MEETINGS (“AGM”) OF THE COMPANY ALONG WITH DETAILS OF POSTAL BALLOT & VOTING PATTERN ARE AS FOLLOWS:

Date of AGM	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	e-voting	Ballot	e-voting
10th August, 2017	Adoption of Annual Accounts, Auditor's Report and Directors Report	Ordinary	54994	8740564	0	0
	Declaration of dividend at the rate of 20%	Ordinary	54994	8740564	0	0
	Reappointment of Mr. Himanshu Zota liable to retire by rotation	Ordinary	54994	8740564	0	0
	Appointment of M/s D.S.M & Co. as a Statutory Auditor	Ordinary	54994	8740564	0	0
	Appointment of Mrs. Varshababen Gaurang Mehta, as an Independent Director	Ordinary	53994	8740564	1000	0
	Appointment of Mr. Moxesh Ketanbhai Zota, as a Managing Director	Special	54994	8740564	0	0
11th August, 2018	Adoption of Annual Accounts, Auditor's Report and Directors Report	Ordinary	1467684	3276463	432	0
	Declaration of dividend at the rate of 30%	Ordinary	1467684	3276463	432	0
	Reappointment of Mr. Kamlesh Zota liable to retire by rotation	Ordinary	88494	152040	432	0
	Ratification of Appointment of Statutory Auditor	Ordinary	1467684	3276463	432	0
	Change in terms of appointment of Mr. Himanshu Zota, Whole Time Director.	Special	88494	151040	432	1000
	Change in terms of appointment of Mr. Kamlesh Zota, Whole Time Director.	Special	88610	152040	432	0
	Change in terms of appointment of Mr. Manukant Zota, Whole Time Director	Special	88494	151040	432	1000
	Change in terms of appointment of Mr. Moxesh Zota, Managing Director	Special	87610	152040	432	0
21st September, 2019	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary	95763	4111271	0	0
	Declaration of dividend at the rate of 10%	Ordinary	94201	4111271	0	0
	Re-appointment of Mr. Ketankumar Chandulal Zota (DIN: 00822594), as a director, retire by rotation	Ordinary	94000	4111271	1400	0

Date of AGM	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	e-voting	Ballot	e-voting
	Appointment of M/s Shivangi Parekh & Co., Chartered Accountant, as a statutory auditor	Ordinary	95763	4109871	0	1400
	Appointment of Mrs. Bhumi Maulik Doshi, as an Independent Non-Executive Director of the Company	Ordinary	95763	4109871	0	1400
	Appointment of Mr. Vitrag Sureshkumar Modi, as an Independent Non-Executive Director of the Company	Ordinary	95763	4111271	0	0
	Re-appointment of Mr. Kamlesh Rajnikat Zota, as a Whole-time Director of the Company	Special	95763	4111271	0	0
	Re-appointment of Mr. Himanshu Muktilal Zota, as a Whole-time Director of the Company	Special	92403	302819	0	0
	Re-appointment of Mr. Manukant Chandulal Zota, as a Whole-time Director of the Company	Special	95763	4075431	0	0
	Appointment of Mr. Dhiren Prafulbhai Shah, as an Independent Non-Executive Director of the Company	Ordinary	94363	4109871	1400	1400
	Appointment of Mrs. Jayshreeben Nileshkumar Mehta (DIN: 08536399), as an Independent Non-Executive Director of the Company	Ordinary	94363	4111271	1400	0
	Approve Related Party Transactions	Ordinary	95763	266979	0	0

b) Postal Ballot

During the year, two resolutions have been passed and approved through postal ballot process, the voting details of t0068e same are as below:

Date of Passing Resolution	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	e-voting	Ballot	e-voting
June 18, 2019	Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE	Special	89508	3151014	0	0
	Appointment of M/s S. R. Somani & Co., Chartered Accountants, as Statutory Auditor of the company	Ordinary	89508	5684707	0	0

PROCEDURE FOR POSTAL BALLOT

The Board of Directors of the Company in its meeting held on May 10, 2019 have decided to obtain the consent of the members by way of Postal Ballot for the following special businesses:

- 1) Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE. (Special Resolution)
- 2) Appointment of M/s S. R. Somani & Co., Chartered Accountants, as Statutory Auditor of the company. (Ordinary Resolution)

The Board of Directors in its meeting held on May 10, 2019 have appointed Mr. Ranjit Kejriwal, Practicing Company Secretary as the Scrutinizer, to conduct the postal ballot and e-voting in fair and transparent manner for the items sited out in the notice of Postal Ballot.

The Company had appointed Central Depository Services (India) Limited ("CDSL") as a service provider for the purpose of providing remote e-voting facilities to the members of the Company.

The Company has dispatched the Notice of Postal Ballot along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope to all the members whose name were available on the register of members/ list of beneficial owners maintained by National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on cutoff date Saturday, May 11, 2019. There were total 2713 shareholders as on the cut off date for dispatch of notice purpose. The Company has completed dispatched of the Notice of Postal Ballot on Friday, May 17, 2019. Apart from this the Company has also dispatched notice of Postal Ballot along with Postal Ballot Form through email to all those members whose email IDs were registered with the Company/ RTA/ Depository Participants as on the cut off date Saturday, May 11, 2019.

The Notice of the Postal Ballot along with details of e-voting was published in the "Free Press Gujarat" English edition, Ahmedabad and "Lokmitra" Gujarati edition (Vernacular Language), Ahmedabad on May 18, 2019 as per the requirement of the Companies Act, 2013

All the Postal Ballot Forms received between May 20, 2019 to June 18, 2019 up to 5:00 P.M., as date fixed by the Company for the receipts of the postal ballot forms and votes casted on CDSL's e-voting portal up to 5:00 P.M (IST) on June 18, 2019 have been considered by the Scrutinizer for scrutiny purpose.

The Scrutinizer has submitted his report on June 19, 2019 and the same has been authorized by the Chairman of the Company on June 19, 2019.

c) Extra Ordinary General Meeting

During the year, one Extra Ordinary General Meeting (EOGM) held on July 12, 2019; the voting details of the same are as below:

Date of Passing Resolution	Resolution	Ordinary/ Special	Favor		Against	
			Ballot	e-voting	Ballot	e-voting
July 12, 2019	To increase the Authorised share capital of the company and amend the capital clause in the Memorandum of Association	Special	391694	4785884	0	0
	To approve the issuance of Bonus Shares	Special	389424	4785884	0	0

NAME AND ADDRESS OF SCRUTINIZER OR THE PERSON WHO CONDUCTED THE POSTAL BALLOT EXERCISE:

Aforementioned AGM's, Postal Ballot and EOGM have been scrutinized by the following person:

CS Ranjit Kejriwal

Practicing Company Secretary,

1, Aastha, 2/906, Hira Modi Sheri,

Opp. Gujarat Samachar Press, Sagrampura, Ring Road, Surat – 395002

Email: rbksurat@gmail.com

Ph: +91-261-2331123

8. MEANS OF COMMUNICATION

1. Financial Results:

Zota Health Care Limited believes to publish all the financial information to the stakeholders within the stipulations provided under the law. During the year, Company has declared all financials results within the timeline provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The quarter, half year and year ended financial results of the Company are published and submitted on the NEAPS portal of National Stock Exchange as well as on the website of the Company i.e. on www.zotahealthcare.com. All results have been submitted to the stock exchange within 30 minutes from the conclusion of Board Meeting in which financial results have been approved. During the year, following financial results have been submitted on NEAPS portal of NSE. The same can be accessed from the website of the stock exchange at www.nseindia.com

Period of Financial Results	Date
Unaudited Financial Results for the quarter and half year ended September 30, 2019	November 14, 2019
Unaudited Financial Results for the quarter and nine month ended December 31, 2019	February 07, 2020
Audited Financial Results for the quarter and year ended March 31, 2020	June 23, 2020

During the year, Company has migrated from the SME platform (NSE EMERGE) to the main board of National Stock Exchange (NSE) w.e.f. August 19, 2019. Prior to this as the Company was listed on NSE EMERGE platform of the NSE, Company need not to publish financial results on quarterly basis; accordingly no financial results for the quarter ended June 30, 2019 has been declared and published by the Company.

After publication of financial results on the website of the Stock Exchange as well as on the website of the Company; simultaneously the same have been published in the newspapers as per the stipulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Generally the Company published results in the LokMitra (Vernacular) and Free Press Gujarat (English) daily. Moreover, the notices of Board meetings for consideration of financial results have also been published in the newspaper as per the regulations aforementioned from time to time.

Post publication of results in the newspapers, the Company prepares presentation on the results (investor presentation) and the same is being uploaded on NEAPS portal of the NSE, the same can be accessed from the website of the stock exchange at www.nseindia.com as well as on the website of the Company at www.zotahealthcare.com. This result presentation is being used at the Institutional Investor/ Analyst meet.

In terms of relaxation granted vide Circular dated March 26, 2020 issued by Securities and Exchange Board of India (SEBI) bearing Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2020/48 which has been further extended by Circular dated May 12, 2020 bearing Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, no newspaper advertisement(s) have been published by the company of the financial results for the quarter and year ended March 31, 2020.

2. Annual Report: Physical copy of the Annual Report for the FY 2018-19 containing Notice of 19th Annual General Meeting, Audited Financial Statements, Director's Report, Corporate Governance Report and Management Discussion and Analysis Report was sent to all the shareholders who have not registered their email IDs with the Company prior to 23 days of 19th Annual General Meeting. Annual Report for the FY 2018-19 has also been uploaded on the NEAPS portal of NSE prior to 21 days of the 19th Annual General Meeting and the same can be accessed from the website of NSE at www.nseindia.com

Soft copy of the Annual Report for the FY 2018-19 containing Notice of 19th Annual General Meeting, Audited Financial Statements, Director's Report, Corporate Governance Report and Management Discussion and Analysis Report was sent by email to the shareholders who have registered their email IDs with the Company/ RTA/ Depository Participants. The Annual Report for the FY 2018-19 had also uploaded on the website of the Company www.zotahealthcare.com.

3. News Release/ Investor Presentation: All press releases and investor presentations made to media, analysts, institutional investors, fund managers, are uploaded on NEAPS portal of the National Stock Exchange (NSE) and the same can be accessed from the website of the stock exchange at www.nseindia.com, simultaneously the same have been uploaded on the official website of the Company at www.zotahealthcare.com.

4. Communication to Shareholders: Communication like Annual Report, Notices, Dividend payment advice, etc., are being sent to the shareholders through email to the shareholders who have registered their email IDs with the Company and by speed post/ courier to the shareholders who have not registered their email IDs with the Company.

Company has begun the initiative of save tress and reduces paper consumption; henceforth Company is sending all shareholders communication through email. Those shareholders who have not registered their email ids are requested to register their email ids with

the Company or to their respective depositories. Shareholders who are having physical shares can register their email ids by submitting the shareholders information updation form to the Company, the same is available on official website of the Company at www.zotahealthcare.com under investor relations tab.

5. Website: Company's official website www.zotahealthcare.com contains separate tab "Investor Relations" for investors, in which notices of the Board Meetings and outcomes of the same, Financial Results, Corporate Governance Reports, Annual Reports, Investor Presentations, Shareholding Patterns, various policies of the company, announcements, details of unpaid dividend and other shareholders information's are displayed in due course of time for the shareholders information. This section of website also contains various forms and applications like application for address change, draft documents for issue of duplicate shares, documents for transmission of shares, nomination form, etc. for updating various information's in Company's records.

6. Email IDs for investors: The Company has formulated separate email id cszota@zotahealthcare.com for investor service, investor can also contact share Registrar and Transfer Agent (RTA) of the Company on their email id service@satellitecorporate.com and the same is available on website of the Company at www.zotahealthcare.com

7. SEBI SCORES: For investor compliant redressal SEBI has developed SCORES platform in which investor can lodged any complaint against the Company for any grievance. The Company also uploads the action taken report in the SCORES platform for redressal of investor complaint. During the year, company has not received any investor complaint under the SCORES platform.

8. NEAPS portal: For submitting all listing compliances National Stock Exchange has developed NEAPS portal in which all corporate can file their listing compliances. During the year, company has filed all the listing compliances on NEAPS portal of NSE and after submitting, the same are also available on official website of NSE at www.nseindia.com.

9. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of AGM	Saturday, the 26th day of September, 2020 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OACM) (deemed venue of the AGM would be the registered office of the Company i.e. Zota House, 2/896, Hira Modi Street, Sagrampura, Surat – 395002, Gujarat)
Financial Year	From 1st April to 31st March of the following year
Date of Book Closure	From Saturday, the 19th day of September, 2020 to Saturday, the 26th day of September, 2020 (both day inclusive)
Listed on Stock Exchanges	National Stock Exchange (NSE) Address: Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051
Trading Symbol	ZOTA
Listing Fees	During the year, the Company has paid all the listing fees to the stock exchange, where the securities of the Company are listed.

Dividend

The Board of Directors of the Company in its meeting held on June 23, 2020 has recommended dividend at the rate of 10% i.e. Re.1/- per share and when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. Saturday, the 26th September, 2020 to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:

a. As Beneficial Owners as at the end of business hour son 18th September, 2020 as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and

b. As Members in the Register of Members of the Company after giving effect to valid deletion of name /transmission (As per SEBI circular, as of now no physical transfer of shares are permitted) in physical form lodged with the Company before 18th September, 2020".

Unclaimed Dividend

The Ministry of Corporate Affairs has notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, whereby companies are required to identify and upload information regarding unclaimed amounts due to be transferred to IEPF on the IEPF Authority's website and also on its own website.

Accordingly, the details of such unpaid / unclaimed amounts along with their respective due dates for transfer to IEPF are provided for the benefit of investors. The Shareholders may please claim their unclaimed / unpaid amount due to them by making a request to the Company giving their particulars before the same are transferred to the IEPF.

Year	Rate of Dividend(%)	Date of Declaration	Date of Transfer
2012-13	10	30/09/2013	05/11/2020
2013-14	10	30/09/2014	05/11/2021
2014-15	10	26/09/2015	01/11/2022
2015-16	10	27/08/2016	02/10/2023
2016-17	20	10/08/2017	15/09/2024
2017-18	30	11/08/2018	16/09/2025

IEPF- Investor Education and Protection Fund

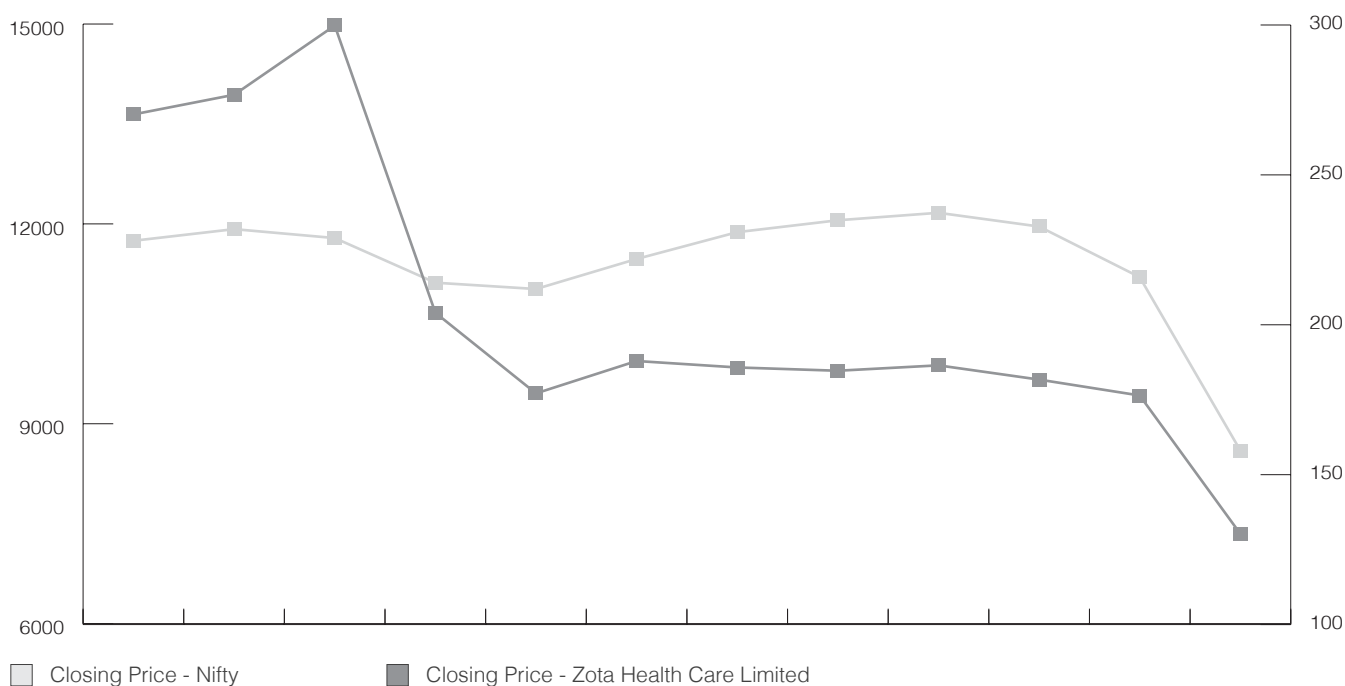
Market Price Data

Data of market price high, low for the year 2019-20 is given below:

Month	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	Turnover (In Lakhs)
April, 2019	279.95	260.00	216,500	581.94
May, 2019	281.90	252.00	336,000	894.46
June, 2019	304.50	277.00	376,000	1090.03
July, 2019	304.00	204.00	318,100	884.08
August 01, 2019 to August 18, 2019	203.15	195.00	156,800	312.03
August 19, 2019 to August 31, 2019	236.90	175.00	638,482	1204.36
September, 2019	200.00	175.05	739,237	1394.45
October, 2019	199.00	184.00	421,417	793.20
November, 2019	194.80	183.00	449,819	839.38
December, 2019	197.90	180.50	475,785	892.00
January, 2020s	191.90	179.05	529,778	975.91
February, 2020	206.40	172.00	493,171	897.69
March, 2020	179.00	121.10	460,531	720.72

Notes:

- The Company has been migrated from SME Platform (NSE EMERGE) to the main board of National Stock Exchange w.e.f. August 19, 2019.
- During the year, Company has issued bonus shares in the ratio of 4:10 (i.e. four bonus equity shares for every ten equity shares held) on July 29, 2019, the said equity shares have been admitted for trading on the stock exchange w.e.f. August 07, 2019; on account of this bonus issue share price of the Company has got adjusted accordingly.



Registrar & Transfer Agents:
Satellite Corporate Services Pvt. Ltd.
Unit No. 49, Bldg No. 13-A-B, 2nd Floor
Samhita Commercial Co-Op. Soc. Ltd
Off Andheri Kurla Lane, MTNL Lane
Sakinaka, Mumbai - 400 072*

Ph. No.: 022 28520461/462. Fax: 022 28511809
Website: www.satellitecorporate.com
Email: service@satellitecorporate.com
Tele Fax: 022 28511809

* Note: w.e.f. September 01, 2020; our RTA's address would be Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka-Mumbai-400072.

Distribution of Shareholdings as on March 31, 2020:

Share Holding of Nominal Value Rs.	Number of Shareholders	Value of Holding	Percentage of Total
UPTO -- 20,000	1,979	1,55,18,710	6.32
50,001 -- 10,0000	447	1,82,65,860	7.44
10,0001 -- 50,0000	74	1,48,38,260	6.04
50,0001 -- and above	31	19,69,80,440	80.20
Total	2,531	24,56,03,270	100

Category	No. of Shares held	Shareholding %
Promoter & Promoter' Relatives	17174577	69.93
Bodies Corporate	2110607	8.59
Individuals holding nominal share capital up to Rs.2 lakhs	3343316	13.61
Individuals holding nominal share capital in excess of Rs.2 lakhs	1254286	5.11
HUF	628347	2.56
Clearing Member	3518	0.01
Non Resident Indians	43795	0.18
Financial Institutions/ Banks	1881	0.01
Total	24560327	100.00

Share Transfer System

Share transfer system is handled by Satellite Corporate Service Pvt. Ltd., Share Registrar and Transfer Agent (RTA) of the company. Shareholders who are intended to transfer shares are first need to provide the transfer form to RTA then RTA shall check the validity of the transfer forms and other details thereto and then forward the same to the company for approval.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further vide its press release PR No.:12/2019 dated March 27, 2019 clarified that transfer of shares (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take dematerialize the shares on expedite manner.

Dematerialization of Shares and Liquidity:

The Company has got listed on NSE Emerge platform on 10th May, 2017, further migrated to the Main Board of National Stock Exchange w.e.f. August 19, 2019 and all the shares of the Company are traded on the said stock exchange. To facilitate shareholders for trading in demat form, Company has entered into agreement with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2020 out of total 24560327 equity shares 24393745 i.e. 99.32% shares are in dematerialized mode. All the shares of the promoters and the persons belonging to promoter's group are in dematerialized mode.

Dematerialization of Shares – Process

Those shareholders who hold shares in physical form are requested to dematerialize their shares at earliest. Process of converting physical shares into dematerialized form is as below:

- i) Shareholders need to open demat account with a Depository Participant (DP)
- ii) Shareholders should collect Dematerialization Request Form (DRF) form from their respective Depository Participant (DP) and after filling requisite information submit DRF form along with original share certificates to their DP.
- iii) DP will process the DRF and will generate a Dematerialization Request Number (DRN)
- iv) DP will submit the DRF and original share certificate to Satellite Corporate Services Private Limited, the Registrar and Transfer Agent (RTA) of the Company.
- v) RTA will forward DRF to company for confirmation.
- vi) Company will confirm the DRF and request RTA for process demat request.
- vii) RTA will approve or reject DRF as per the direction of Company and inform the same to DP/ Depositories.
- viii) Upon confirmation of request the shareholders will get their shares credited in their respective demat account number.

Credit Rating:

During the year, the Company has not obtained any credit rating.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments: NIL

Commodity price risk/foreign exchange risk and hedging activities:

COMMODITY PRICE RISK AND HEDGING ACTIVITIES: At Zota, we procure majority of raw materials from domestic players only and the price risk associated with the same has been managed through negotiation with the suppliers.

FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES: During the FY 2019-20, we have procured 95% of raw materials from the domestic players only, so foreign exchange risk on import is negligible. As far as foreign exchange risk on other payables are concerned we are actively monitor the rate movement of foreign exchange and accordingly hedging activities have been done.

PLANT LOCATIONS:

Plot No. 169
Surat Special Economic Zone,
Near Sachin Railway Station,
Sachin, Surat – 394 230, Gujarat

ADDRESS FOR CORRESPONDENCE:

(a) Registrar & Transfer Agents:

Satellite Corporate Services Pvt. Ltd.
Unit No. 49, Bldg No. 13-A-B, 2nd Floor,
Samhita Commercial Co-Op. Soc. Ltd, Off Andheri Kurla Lane,
MTNL Lane, Sakinaka, Mumbai-400072*
Ph: No. 022 28520461/462. Fax: 022 28511809
Email: service@satellitecorporate.com
Tele Fax: 022 28511809

* Note: w.e.f. September 01, 2020; our RTA's address would be Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka-Mumbai-400072.

(b) Registered Officer:

"Zota House", 2/896, Hira Modi Street,
Sagrampura, Surat – 395002, Gujarat
Ph. No.: 0261 2331601
Email: info@zotahealthcare.com
Website: www.zotahealthcare.com

10. DISCLOSURES

Related Party Transaction

The list of related party transactions entered by the Company during the year is mentioned in note no. C-22(3) of significant accounting notes to the financial statement. All related party transactions are being monitored by Audit Committee of the Company. Company's policy on related party transaction is available on below link:

http://www.zotahealthcare.com/wp-content/uploads/2019/08/Related_Party_Transactions_Policy.pdf

Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

Whistle Blower Policy/Vigil Mechanism Policy

The Company has a formal Whistle Blower Policy/ Vigil Mechanism Policy and the same is available on the website of the Company at www.zotahealthcare.com The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

Details of utilization of funds raised through preferential allotment or qualified institutions placement

During the year, the Company has not raised any fund through preferential allotment or qualified institutions placement.

IPO fund utilization

Pursuant to regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; company submits a quarterly statement of deviation and/ variation in utilization of the public issue, if any, to the Stock Exchange, simultaneously the same has been uploaded on the company's website at www.zotahealthcare.com. As on March 31, 2020 the details of IPO fund utilization is as below:

Original Object	Original allocation (Rs. in Lakhs)	Funds Utilised (Rs. in Lakhs)
Repayment/prepayment of certain Borrowings availed by Company	330.00	330.00
Working capital requirement	2700.00	2349.44
General Corporate Purpose	809.10	656.96
Offer expenses	135.90	135.90
Total	3975.00	3472.30

Mandatory & Non Mandatory Requirements

The Company has complied with all the mandatory requirements of Corporate Governance and endeavors to adopt the good corporate governance practices which help in adoption of non-mandatory requirements.

Material Subsidiary

As of now Company does not have any material subsidiary, Company's policy on material subsidiary as available on link http://www.zotahealthcare.com/wp-content/uploads/2019/08/Policy_on_Material_Subsiidiary.pdf

Certificate from Company Secretary in Practice:

Mr. Ranjit Kejriwal, a Practicing Company Secretary, has issued a Certificate as required Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with section in Annexure – 13.

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

Details of fees paid to the Statutory Auditors are mentioned in Note No. C-22 (13) of the Standalone Financial Statement and Note No.H-22 (13) of Consolidated Financial Statement.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the year, No complaints has been received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Place: Surat
Date: 25.08.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-
Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

11. DISCRETIONARY REQUIREMENTS

The Board

The chairperson of the company is Non-Executive Director.

Shareholder Rights

Quarterly, half yearly and yearly declaration of financial performance is uploaded on the website of the company at www.zotahealthcare.com as soon as it is intimated to the stock exchange.

Modified opinion(s) in audit report

Standard practices and procedures are followed to ensure unmodified financial statements.

Reporting of Internal Auditor

The Internal Auditor M/s Pradeep K. Singhi & Associates, Chartered Accountants, have reported directly to the Audit Committee of the Company.


12. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)

During the year, the Company has migrated from SME platform (NSE EMERGE) to the main board of the National Stock Exchange ('NSE') w.e.f. August 19, 2019. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SME's are not required to mandatorily comply with the provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Since the company was SME listed prior to the said migration; there was no mandatory requirement for the company to comply with the aforementioned regulations. However, in view of better Corporate Governance point of view Company has complied with major provisions of the aforementioned regulations. Further, post migration of the company to the main board of the NSE, Company has complied with all the corporate governance requirements (as far as were applicable to the company) as specified in the aforementioned regulations.

ANNEXURE – 5

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 during the year 2019-20 was Rs. 7.37 lakhs.
- 
- 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 2019-20 was Rs. 1506.83 lakhs.

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

Foreign Exchange outgo during the financial year 2019-20 was Rs. 358.71 lakhs

Place: Surat
Date: 25.08.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-
Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ZOTA HEALTH CARE LIMITED
(CIN: L24231GJ2000PLC038352)
Zota House 2/896 Hira Modi Street,
Sagrampura, Surat-395002

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Zota Health Care Limited**, (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the **M/s. Zota Health Care Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Due to the Covid-19 Lockdown, we have relied on management representations, scanned copies and soft copies of documents received by the company for issue of this report. Physical verification was not possible. So to that extent the report may be based on our presumption to the truth of digital documents and representation.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Zota Health Care Limited** for the financial year ended on **31st March, 2020** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2019-2020**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2019-2020**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **the regulation is not applicable during the Financial Year 2019-2020** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **the regulation is not applicable during the Financial Year 2019-2020**

- vi. Other Laws Specifically Applicable to Company:
- a. Income Tax Act, 1961
 - b. Goods and Service Tax Act, 2017 and other indirect taxes
 - c. Labour Laws
 - d. The Patents Act, 1970
 - e. The Copyright Act, 1957
 - f. The Trademarks Act, 1999
 - g. The Drugs and Cosmetics Act, 1940
 - h. The Drugs and Cosmetics Rules, 1945
 - i. The Drugs (Price Control) Order, 2013
 - j. Food Safety and Standard Act, 2006

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above except following:

- Form MSME for the half year ended 30.09.2019 was filed after due date of filing
- At the time of compilation of Annual Report 2018-19, Independent Auditor's Report on Standalone and Consolidated financials have not been published in the Annual Report 2018-19, and was later on published as a Corrigendum of the annual report in newspaper dated 10.09.2019

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CEO of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report, that the compliance by the company of applicable financial laws, like direct, indirect tax laws and other acts point (vi), has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs.

Place: SURAT
Date: 13.07.2020

Signature: Sd/-
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN:F006116B000446050

This report is to be read with our letter dated 13th July, 2020 which is annexed and forms an integral part of this report.

To,
The Members,
ZOTA HEALTH CARE LIMITED
(CIN: L24231GJ2000PLC038352)
Zota House 2/896 Hira Modi Street,
Sagrampura, Surat-395002

Our Secretarial Audit report dated 13th July, 2020 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: SURAT
Date: 13.07.2020

Signature: Sd/-
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985

ANNEXURE – 7

The Disclosures pertaining to remuneration as required under section 197(12) of the companies act, 2013 read with rule 5 (1) of the companies (appointment and remuneration of managerial personnel) Amendment rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y. 2019-20 (in Rs. lakhs)	% increase in Remuneration in the F.Y. 2019-20	Ratio of Remuneration of each Director/to median remuneration of employees
1	Mr. Ketankumar Chandulal Zota Non-Executive Chairman	0.27	N.A.#	0.1915:1
2	Mr. Moxesh Ketanbhai Zota Managing Director	25.77	18.43	18.28:1
3	Mr. Himanshu Muktilal Zota Whole Time Director	26.01	19.53	18.45:1
4	Mr. Kamlesh Rajanikant Zota Whole Time Director	25.77	18.43	18.28:1
5	Mr. Manukant Chandulal Zota Whole Time Director	25.86	18.84	18.34:1
6	Mrs. Varshababen Gaurang Mehta Non-Executive Independent Director	0.51	N.A. #	0.3617:1
7	Mrs. Bhumi Maulik Doshi Non-Executive Independent Director*	0.39	N.A.^	0.2766:1
8	Mr. Vitrag Sureshkumar Modi Non-Executive Independent Director*	0.36	N.A.^	0.2553:1
9	Mr. Dhiren Prafulbhai Shah Non-Executive Independent Director*	0.12	N.A.^	0.0851:1
10	Mrs. Jayshreeben Nileshkumar Mehta Non-Executive Independent Director*	0.21	N.A.^	0.1489:1
11	CS Ashvin Variya Company Secretary & Compliance Officer	7.14	11.39	5.06:1
12	Mr. Viral Madviwala Chief Financial Officer	5.86	-1.35	4.16:1

* Appointments of Mrs. Bhumi Maulik Doshi and Mr. Vitrag Sureshkumar Modi have been made w.e.f. May 30, 2019. Appointment of Mr. Dhiren Prafulbhai Shah and Mr. Jayshreeben Nileshkumar Mehta have been made w.e.f. September 21, 2019.

Company has started giving sitting fees to the non-executive directors from the financial year 2019-20, hence there would be no previous financial year amounts to compare the % increase in remuneration.

^ Appointment of Mrs. Bhumi Maulik Doshi, Mr. Vitrag Sureshkumar Modi, Mr. Dhiren Prafulbhai Shah and Mr. Jayshreeben Nileshkumar Mehta have been made in the financial year 2019-20, hence there would be no previous financial year amounts to compare the % increase in remuneration.

(i) Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2019-20:

Sr. No.	Name & Designation	Qualification and Experience	Remuneration (Rs. In Lakhs)	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manager
1	Himanshu Muktilal Zota – Whole-time Director	Diploma in Pharmacy (28 years)	26.01	01/04/2015	46	N.A.	N.A.
2	Manukant Chandulal Zota – Whole-time Director	M.SC (25 years)	25.86	01/04/2015	69	N.A.	Brother of Mr. Ketankumar Chandulal Zota (Chairman)
3	Moxesh Ketanbhai Zota – Managing Director	B.Pharm, Master of Science – BPP University (UK) (6 years)	25.77	07/10/2016	29	N.A.	Son of Mr. Ketankumar Chandulal Zota (Chairman)
4	Kamlesh Rajanikant Zota – Whole-time Director	B.Pharm (25 years)	25.77	01/04/2015	47	<ul style="list-style-type: none"> Technical Assistant – Torrent Pharmaceuticals Ltd, Production Officer – Unique Pharmaceuticals Laboratories, 	N.A.
5	Rajesh Kumar –Vice-president (Northern and Southern India regions - DavaIndia Division)	Electrical Engineer from MIT Muzaffarpur (25 years)	23.53	01/04/2019	48	<ul style="list-style-type: none"> Sales head –Dalmia Group, Reliance Communications – Sr. Manager, Tata Docomo –HNI Head, Sistema Shyam Teleservices Ltd (MTS) – Assistant Manager, Reliance Communications – Distribution Head/ Circle CDMA head, Times Globacom (P) Ltd. – Business & Strategy Head, Franchise India Brands Limited – a Vice President & National Head Sales and Distribution 	N.A.
6	Niral Zota – Head of Domestic Market	H.S.C. (22 years)	18.00	01/04/2010	43	N.A.	Brother of Mr. Himanshu Zota (Whole Time Director)
7	Viren Zota – Head of Domestic Market	B.B.A. (13 years)	18.00	01/04/2008	36	N.A.	Son of Mr. Manukant Zota (Whole Time Director)
8	Ratilal G. Harkhani – Plant Manager	B. Pharm (28 years)	9.90	16/05/2009	52	<ul style="list-style-type: none"> Sr. Chemist - Torrent Pharmaceuticals Ltd, Manager - Akums Drugs & Pharmaceuticals Ltd, Manager - Meridian Pharmacare Pvt. Ltd. 	N.A.

Sr. No.	Name & Designation	Qualification and Experience	Remuneration (Rs. In Lakhs)	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manager
9	Jitendra V Raigude	M.Sc. (Clinical Research & Regulatory Affairs)	9.30	22/05/2019	35	<ul style="list-style-type: none"> Assistant Manager - Unosource Pharma Limited 	N.A.
10	Rajesh Shinde National Sales Manager (Astra Division)	B.Com (25 years)	8.40	12/01/2019	46	<ul style="list-style-type: none"> National Sales Manager – Astra Idl Ltd, Zonal Sales Manager – Eglowment, Area Sales Manager – Emcure Pharma, Marketing Representative – Cadila Pharma Ltd 	N.A.

- (ii) The median remuneration of employees of the Company during the Financial Year was Rs. 1.41 lakhs.
- (iii) In the Financial year, the median remuneration of employees is increased by 11.90%.
- (iv) There were 348 permanent employees on the rolls of the Company as on March 31, 2020;
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 23.50%. There is an average increase of 17.12% in the remuneration of Key Managerial personnel in comparison to the last financial year.
- (vi) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- (vii) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place: Surat
Date: 25.08.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-
Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

ANNEXURE - 8

Certificate in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Zota Health Care Limited.

Dear Sir(s)/Madam,

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

1. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2020 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2020 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the auditors and the Audit Committee:-
 - a. that there are no significant changes in internal control over financial reporting during the financial year ended March 31, 2020;
 - b. during year company has adopted IND AS apart from this there are no significant changes in accounting policies during the financial year ended March 31, 2020; and
 - c. that there are no instances of significant fraud of which we have become aware.

Place: Surat
Date: 23.06.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-
Viral Mandviwala
Chief Financial Officer

ANNEXURE - 9

DECLARATION BY MANAGING DIRECTOR THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2020 as applicable to them as laid down in Companies Act, 2013 with the code of conduct of Board of directors and senior management.

Place: Surat

Date: 23.06.2020

For the Board of Director **ZOTA HEALTH CARE LIMITED**

Sd/-

Moxesh Ketanbhai Zota

Managing Director

DIN:07625219

ANNEXURE - 10

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

Zota Health Care Limited.

We have examined the compliance of the conditions of Corporate Governance by Zota Health Care Limited (The Company); for the year ended 31st March 2020 as stipulated in Regulation 27(2) of SEBI (Listing Obligation And Disclosure Requirements), Regulations 2015 of the said Company with NSE Emerge.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For **Shivangi Parekh & Co.**

Chartered Accountants

Firm No. 131449W

Sd/-

CA. Shivangi Mehta

Proprietor

M. No. 118936

UDIN: 20118936AAAABL8202

Date: 25.08.2020

Place: Surat

FORM NO. AOC.1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

Sl. No	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	Jitendra V Raigade	01st April, 2019 To 31st March, 2020	Sri Lankan Rupees (LKR) (1 LKR=0.3949 INR)	78,980	(52856)	72422	46298	Nil	Nil	(19290)	Nil	(19290)	Nil	100
2	DavalIndia Health Mart Limited	01st April, 2019 To 31st March, 2020	N.A.	1,000,000	(166,184)	1,010,000	176,184	Nil	Nil	(166,184)	Nil	(166,184)	Nil	100

*The figures of the financial statement are converted into Indian Rupees at the aforementioned exchange rate.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end	Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Profit / Loss for the year
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Place: Surat

Date: 25.08.2020

For the Board of Director
ZOTA HEALTH CARE LIMITED

Sd/-

Moxesh Ketanbhai Zota
Managing Director
DIN:07625219

Sd/-

Himanshu Muktilal Zota
Whole-time Director
DIN:01097722

ANNEXURE –12

In line with Regulation 34(2)(f) and Schedule V of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L24231GJ2000PLC038352
2	Name of the Company	Zota Health Care Limited
3	Registered address	Zota House, 2/896, Hira Modi Street, Sagrapura, Surat – 395002, Gujarat, India
4	Website	www.zotahealthcare.com
5	E-mail id	info@zotahealthcare.com
6	Financial Year reported	April 01, 2019 to March 31, 2020
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Pharmaceutical
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Manufacturing and Marketing of Pharmaceutical Products
9	Total number of locations where business activity is undertaken by the Company	http://www.zotahealthcare.com/about-us/our-business-2/
A	Number of International Locations (Provide details of major 5)	http://www.zotahealthcare.com/about-us/our-business-2/
B	Number of National Locations	http://www.zotahealthcare.com/about-us/our-business-2/
10	Markets served by the Company – Local/State/National/ International	Caters both the National and International Markets. In local markets, the Company covers each and every corner of the India through more than 1050 distributors in 1050 districts of India. In International market the Company has presence in more than 30 African, Asian, Latin American and CIS countries.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (INR)	2456.03 lakhs
2	Total Turnover (INR)	9511.27 lakhs
3	Total profit after taxes (INR)	276.01 lakhs
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2% of net profit before tax of preceding three financial years. Refer Annexure – 3 of the Board Report on page no. 55
5	List of activities in which expenditure in 4 above has been incurred:-	Refer Annexure – 3 of the Board Report on page no. 55

SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	Yes
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Refer Annexure – 1 of the Board Report on page no. 34
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Yes, Less than 30%

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

a) Details of the Director/Directors responsible for implementation of the BR policy/policies

1. DIN Number : 01097722
2. Name : Himanshu Muktilal Zota
3. Designation : Whole-time Director

b) Details of the BR head

1. DIN Number (if applicable): 07625219
2. Name : Moxesh Ketanbhai Zota
3. Designation : Managing Director
4. Telephone number : +91 261 2331601
5. E-mail id : moxesh@zotahealthcare.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

- P1. Business should conduct and govern themselves with Ethics, Transparency and Accountability
- P2. Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- P3. Businesses should promote the wellbeing of all employees
- P4. Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- P5. Businesses should respect and promote human rights
- P6. Business should respect, protect, and make efforts to restore the environment
- P7. Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
- P8. Businesses should support inclusive growth and equitable development
- P9. Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Does the policy conform to any national / international standards?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6	Indicate the link for the policy to be viewed online?	Yes**	Yes*	Yes*	Yes***	Yes^	Yes***	Yes*	Yes***	Yes*
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
8	Does the company have in-house structure to implement the policy/ policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

* Code of Conduct: <http://www.zotahealthcare.com/wp-content/uploads/2020/05/Code-of-Conduct-for-Board-Members-Senior-Management-Personnel.pdf>

** Whistle Blower Policy and Code of Conduct:

http://www.zotahealthcare.com/wp-content/uploads/2019/11/VIGIL_MECHANISM.pdf

<http://www.zotahealthcare.com/wp-content/uploads/2020/05/Code-of-Conduct-for-Board-Members-Senior-Management-Personnel.pdf>

*** Corporate Social Responsibility Policy: http://www.zotahealthcare.com/wp-content/uploads/2019/08/Corporate_Social_Responsibility_Policy.pdf

*^ Code of Conduct & Social Media Policy:

<http://www.zotahealthcare.com/wp-content/uploads/2020/05/Code-of-Conduct-for-Board-Members-Senior-Management-Personnel.pdf>

http://www.zotahealthcare.com/wp-content/uploads/2019/08/Social_Media_Policy.pdf

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	NIL								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task)									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	Annually
Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	This is the first year of adoption of BR Report by the Company. Company will publish BR Report on the website of the Company at www.zotahealthcare.com . BR Report will be published annually

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1.1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?	At Zota, we have adopted the Code of Conduct for Board of Directors and Senior Managerial Person, in which we have laid down principles as per various applicable laws, rules and regulations. We have also formed and adopted Whistler Blower Policy for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct. For supplier we have adopted standard supplier's agreement in which standard clauses of ethics have been incorporate. Apart from these for distributors we have adopted franchisee agreement which includes ethical principles.
1.2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	The term stakeholder includes our investors, suppliers, vendors, partners, government and local community. Our company have not received any complaint in this regards from any of our business associates during the year. For details of investor's complaints please refer to the "investor complaint" tab in the shareholders information section of the Corporate Governance Report which is part of Board Report.

Principle 2

2.1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	Our manufacturing plant is located in Surat Special Economic Zone, Sachin, wherein we are producing general capsules and tablets. Our all products are harmless and no pollution control license is required for the carrying out production. Further, production of general capsules and tablets itself considered as "pollution free industry" in the Surat Special Economic Zone. Henceforth details of such products as mentioned in point number 2.1 is not available.
2.2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional): (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	N.A.
2.3	Does the company have procedures in place for sustainable sourcing (including transportation)? (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	We have placed a balanced supply chain mechanism in which we have focused to do all transportations from the local and registered transporters. All transporters carried out have valid licenses and run their vehicles by following applicable rules and regulations. We are also giving transit insurance to all the transports, which are delivering our goods. During last financial year around 80% of our transportation has been handled by the local transporters.
2.4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Zota has always in endeavor for upliftment of small scale entrepreneur and businesses. For all kind of administrative services we always prefer to hire it from local and surrounding communities where we are working. During last financial year we have procured around 95% of raw materials and finished goods from the domestic suppliers/ manufacturers.
2.5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	We have adopted environment friendly procedures for disposal of waste that has been created on account of expire of pharmaceutical products. All expired products have been disposed of by approved biological waste management agencies. We are recycling <5% of our products which were expired.

Principle 3

3.1	Please indicate the Total number of employees	348		
3.2	Please indicate the Total number of employees hired on temporary/contractual/casual basis	N.A.		
3.3	Please indicate the Number of permanent women employees	79		
3.4	Please indicate the Number of permanent employees with disabilities	2		
3.5	Do you have an employee association that is recognized by management	No		
3.6	What percentage of your permanent employees is members of this recognized employee association?	N.A.		
3.7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	The Company has adopted Anti-Sexual Harassment Policy, our Anti-Sexual Harassment Policy covered complaints against any sexual harassment and complain for any discrimination. The details of concerned or complaints received by the Company is as below:		
		Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
		Child labour/ forced labour/ involuntary labour	0	0
		Sexual harassment	0	0
		Discriminatory employment	0	0
3.8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? (a) Permanent Employees (b) Permanent Women Employees (c) Casual/Temporary/Contractual Employees (d) Employees with Disabilities	We cover almost all employees in the safety training which is being given at the time of joining and at regular basis from time to time. Apart from this at regular intervals we are arranging skills development programs in which all categories of employees have been included. The details of training imparted during last financial year is as below:		
		Category	No. of Employees	Training Imparted
		Permanent Employees	348	6612 hours
		Permanent Women Employees	79	1501 hours
		Casual/Temporary/ Contractual Employees	0	0
		Employees with Disabilities	2	38

Principle 4

4.1	Has the company mapped its internal and external stakeholders? Yes/No	Yes
4.2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders	No
4.3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so	N.A.

Principle 5

5.1	Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	We at Zota have formed Anti-Sexual Harassment Policy and Social Media Policy which protects human rights of our employees and the same have been extended to our subsidiary companies as well.
5.2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	Please refer para 1.2 of this table.

Principle 6

6.1	Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs/others.	We are engaged in manufacturing and marketing of pharmaceutical product. As far as our own manufacturing facility is concerned, we have adopted industry best manufacturing practices for the protection of environment and all necessary approvals have been taken by us. In third party manufacturing, we always insist to give orders to the suppliers/ manufacturer who have adopted all safety measures for protection of environment.
6.2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	No
6.3	Does the company identify and assess potential environmental risks? Y/N	Yes
6.4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Not Applicable
6.5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	No
6.6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	In our manufacturing facilities we are manufacturing only tablet and capsules and manufacturing of the same has not created any emissions or waste. On the other side being pharmaceutical company all expired medicines have been disposed of by approved biological waste management agencies.
6.7	Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	None

Principle 7

7.1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	<p>Yes, being a leading pharmaceutical company, we are part of many well-known chambers and associations. The details of the same is cited below:</p> <ul style="list-style-type: none"> • The Southern Gujarat Chamber of Commerce and Industry • Indian Drug Manufacturers Association • SurSez Association • Export Promotion Council • Pharmaceutical Export Promotion Council
7.2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	No

Principle 8

8.1	Does the company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.	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 work behind the scenes to combat diseases and by means of active field work and dedicated research and recognition, we help people achieve their right to good health.
8.2	Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?	Zota is undertaking various CSR initiatives/ programmes with the help of external trusts, societies and section 8 companies registered under the Indian Companies Act, 2013 or previous Companies act.
8.3	Have you done any impact assessment of your initiative?	Every year the CSR committee of the Company do evaluation of the CSR activities carried out by the Company.
8.4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken	Please refer Annexure – 3of the Board Report.
8.5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Yes,

Principle 9

9.1	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	None
9.2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/N.A. /Remarks(additional information)	Yes
9.3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No
9.4	Did your company carry out any consumer survey/ consumer satisfaction trends?	Yes

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members,
ZOTA HEALTH CARE LIMITED
(CIN: L24231GJ2000PLC038352)
Zota House, 2/896 Hira Modi Street,
Sagrampura, Surat-395002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ZOTA HEALTH CARE LIMITED** having CIN: L24231GJ2000PLC038352 and having registered office at Zota House, 2/896 Hira Modi Street, Sagrampura, Surat-395002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	Ketankumar Chandulal Zota	00822594	01/10/2010
2.	Kamlesh Rajanikant Zota	00822705	01/10/2010
3.	Himanshu Muktilal Zota	01097722	12/07/2000
4.	Manukant Chandulal Zota	02267804	01/10/2010
5.	Moxesh Ketanbhai Zota	07625219	07/10/2016
6.	Varshababen Gaurang Mehta	07611561	10/09/2016
7.	Bhumi Maulik Doshi	08456082	30/05/2019
8.	Vitrag Sureshkumar Modi	08457204	30/05/2019
9.	Jayshreeben Nileshkumar Mehta	08536399	21/09/2019
10.	Dhiren Prafulbhai Shah	08536409	21/09/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: SURAT
Date: 25.08.2020

Signature: Sd/-
Name of PCS: Ranjit B. Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN : F006116B000614669

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ZOTA HEALTH CARE LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

I have audited the accompanying Ind AS financial statements of ZOTA HEALTH CARE LIMITED (the "company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to my audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

I have determined that there are no key audit matters to communicate in my report.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

"The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and my auditor's report thereon.

My opinion on the standalone financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the standalone financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard."

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

My objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. I consider quantitative materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of my work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication."

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:

- 1 As required by section 143(3) of the Act, I report that :
 - a I have sought and obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit.;
 - b In my opinion proper books of accounts as required by Law have been kept by the company, so far as it appears from my examination of the books;
 - c The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
 - d In my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to my separate Report in "Annexure A".
 - g With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In my opinion and to the best of my information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act.
 - h With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in my opinion and to the best of my knowledge and belief and according to the information and explanations given to me:
 - (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
- 2 As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (the "Order") and according to the information and explanations given to me, I enclose in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

For Shivangi Parekh & Co.
Chartered Accountants

Date: 23/06/2020
Place: Surat

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
UDIN:20118936AAAAV6569

ANNEXURE “A”

TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of 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”)

I have audited the internal financial controls over financial reporting of ZOTA HEALTH CARE LIMITED (“the Company”) as of 31st March 2020 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company 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

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 condensed 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 my 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 31st March 2020, 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.

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
CA Shivangi Mehta
Proprietor

Date: 23/06/2020
Place: Surat

M. No. 118936
UDIN:20118936AAAAV6569

ANNEXURE “B”

TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of my Report to the Members of Zota Health Care Limited of even date)

As required by the Companies (Auditor's Report) Order, 2016 and according to the information and explanations given to me during the course of audit and on the basis of such checks as were considered appropriate, I report that:

- (i) In respect of the Company's fixed assets : Disputed matters pending before the appellate authorities.
- a The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b According to the information and explanations given to me, the fixed assets have been physically verified by the management during the period at reasonable intervals. As explained to me, no material discrepancies were noticed as compared to the books records, on such physical verification.
- c According to the information and explanations given to me, all the immovable properties are in the name of the company.
- (ii) As explained to me, inventory of the Company has been physically verified during the period by the management at regular intervals. No material discrepancies were noticed as compared to the books records, on such physical verification.
- (iii) As per the information and explanations given to me, 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. Accordingly, reporting under clause 3 (iii) of the Order is not applicable to the Company.
- (iv) In my opinion and according to the information and explanations given to me, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to me, 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. Therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- (vi) According to the information & explanation given to me, cost records have been maintained by the company as prescribed under sub section (1) of section 148 of the Companies Act, 2013.
- (vii) According to the information and explanations given to me, in respect of statutory dues :
- a According to the information and explanations given to me and according to the records, the Company has generally been regular in depositing undisputed statutory dues with appropriate authorities during the year.
- b There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- c According to the information and explanations given to me and the statutory examination of the records, there are no disputed dues which have not been deposited on account of
- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) To the best of my knowledge and according to the information and explanations given to me, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In my opinion and according to the information and explanations given to me, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In my opinion and according to the information and explanations given to me, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- (xv) In my opinion and according to the information and explanations given to me, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
CA Shivangi Mehta
Proprietor

Date: 23/06/2020
Place: Surat

M. No. 118936
UDIN:20118936AAAAV6569

STANDALONE BALANCE SHEET

as at 31st March, 2020

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
(1) Non-Current Assets			
Property, plant and equipment	M-01 & S-07(a)	803.24	789.30
Intangible Assets	M-02 & S-07(b)	737.55	188.25
Capital work-in-progress	M-03	0.00	25.90
Intangible assets under development	M-02 & S-07(b)	0.00	129.33
Financial Assets			
(i) Investments	C-03	1403.25	1562.03
(iii) Loans	C-04	28.18	29.30
Total Non-Current assets		2972.22	2724.11
(2) Current Assets			
Inventories	C-05	2534.08	3251.24
Financial Assets			
(i) Trade Receivables	C-06	2913.65	2209.64
(ii) Cash and Cash Equivalents	C-07 (a)	1.42	2.14
(iii) Bank balance other than cash and cash equivalents	C-07 (b)	71.33	167.28
(iv) Loans	C-08	320.01	343.81
Other Current Assets	C-09	36.40	263.30
Total Current assets		5876.90	6237.42
Total Assets		8849.12	8961.53
EQUITY AND LIABILITIES			
(1) Equity			
(i) Equity Share capital	C-10	2456.03	1754.34
(ii) Other Equity	C-11	4429.06	5138.53
Total Equity		6885.09	6892.86
(2) Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings		-	-
Provisions	C-12	87.47	75.65
Deferred tax liabilities (Net)		17.87	11.47
Total non-current liabilities		105.34	87.11
Current liabilities			
Financial Liabilities			
(i) Borrowings		0.00	0.00
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		205.61	20.44
- Total Outstanding dues of Creditors other than micro enterprises and small enterprises		1293.04	1596.40
Other Current liabilities	C-13	164.10	52.48
Provisions	C-14	195.95	312.23
Total current liabilities		1858.69	1981.55
Total Liabilities		1964.03	2068.67
Total Equity and Liabilities		8849.12	8961.53

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

STANDALONE STATEMENT OF PROFIT & LOSS

for the year ended 31st March, 2020

(₹ in Lakhs except per equity share data)

Particulars		Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
I.	Revenue from Operations	C-15	9511.27	8562.94
II.	Other Incomes	C-16	151.30	154.47
III.	Total Revenue		9662.57	8717.42
IV.	Expenses:			
	Cost of Materials Consumed:	C-17	1303.92	1151.00
	Purchases of Stock-in-Trade		4617.40	5276.35
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	C-18	708.70	(725.97)
	Employee Benefit Expenses	C-19	1034.05	889.19
	Finance Costs	C-20	6.91	3.68
	Depreciation / Amortisation and Depletion Expense	M-01 & M-02 & S-07	209.75	139.42
	Other Expenses	C-21	1393.81	1197.81
V.	Total Expenses		9274.55	7931.49
VI.	Profit/(loss) before exceptional items and tax (III-V)		388.02	785.92
	Exceptional items		0.00	0.00
VII.	Profit/(loss) before tax		388.02	785.92
VIII.	Tax Expense:			
	(1) Current tax		103.53	232.43
	(1.1) I.T. & DD Tax Provision Created Short/ excess		2.07	2.34
	(2) Deferred Tax		(6.40)	4.03
IX.	Profit/ (Loss) for the period from Continuing Operations (VII-VIII)		276.01	555.19
X.	Profit/(loss) before tax from discontinued operations		0.00	0.00
XI.	Tax Expense of discontinued Operations		0.00	0.00
XII.	Profit/ (Loss) from Discontinued Operations (after Tax) (X- XI)		0.00	0.00
XIII.	Profit/ (Loss) for the Year		276.01	555.19
XIV.	Other Comprehensive Income			
	A (i) Items that will not be reclassified to Statement of profit and loss		16.46	(9.22)
	(ii) Income Tax relating to items that will not be reclassified to Statement of profit and loss"		(4.14)	2.56
	B (i) Items that will be reclassified to Statement of profit and loss		0.00	0.00
	(ii) Income Tax relating to items that will be reclassified to profit and loss		0.00	0.00
	Other comprehensive income for the year, net of tax		12.32	(6.65)
	Total comprehensive income for the year (XIII + XIV)		288.33	548.54
	Earnings per equity share of face value of ₹ 10 each			
	(1) Basic (in ₹)		1.12	2.26
	(2) Diluted (in ₹)		1.12	2.26

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

STANDALONE CASH FLOW STATEMENT

for the year ended 31st March, 2020

(₹ in Lakhs)

Particulars	For the Year Ended on 31st March, 2020	For the Year Ended on 31st March, 2019
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Statement of Profit and Loss	388.02	785.92
Adjusted for:		
Depreciation / Amortisation and Depletion Expense	209.75	139.42
Interest on Unsecured loan	1.32	1.96
Interest on Fixed Deposits	(104.43)	(140.16)
Interest on GEB Deposits	(0.45)	(0.52)
Operating Profit before Working Capital Changes	494.20	786.63
Adjusted for:		
Trade Payables	(118.19)	(29.91)
Provisions-Current Liabilities	(99.82)	(156.00)
Provisions - Non-Current	11.82	26.47
Current Liabilities	111.61	21.24
Trade Receivables	(704.01)	83.04
Loans	23.80	139.95
Inventories	717.16	(822.97)
Other Current Assets	226.90	(140.15)
Changes in Working Capital	169.26	(878.32)
Cash Generated from Operations	663.47	(91.69)
Taxes Paid	(109.75)	(232.20)
Net Cash Flow from/(used in) Operating Activities (A)	553.72	(323.88)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Intangible Assets	(535.10)	(151.72)
Decrease in Long Term Loans & Advances	1.12	1.45
Interest on Fixed Deposits	104.43	140.16
Interest on GEB Deposits	0.45	0.52
Purchase of Tangible Assets	(82.65)	(160.66)
Non-current Investments	158.78	1052.76
Net Cash Flow from/(used in) Investing Activities (B)	(352.97)	882.51
C CASH FLOW FROM FINANCING ACTIVITIES		
Interest on Unsecured Loan	(1.32)	(1.96)
Dividend Paid	(245.60)	(526.30)
Tax on Dividend	(50.49)	(107.14)
Net Cash Flow from / (used in) Financing Activities (C)	(297.42)	(635.41)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(96.67)	(76.78)
Opening Balance of Cash and Cash Equivalents	169.43	246.21
Closing Balance of Cash and Cash Equivalents	72.76	169.43

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D,Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2020

I. Equity share capital

(₹ in Lakhs except per equity share data)

Particulars	Amount ₹
As at March 31, 2019	1754.34
Changes in equity share capital	701.70
As at March 31, 2020	2456.03

II. Other Equity

(₹ in Lakhs except per equity share data)

Particulars	Reserves and surplus		Total ₹
	Securities premium	Retained earnings	
As at March 31, 2018	3657.00	1566.43	5223.43
Profit for the year	-	555.19	555.19
Other comprehensive income	-	(6.65)	(6.65)
Total comprehensive income for the year	-	548.54	548.54
Transactions with owners in their capacity as owners:			
Final Dividend paid	-	(526.30)	(526.30)
Dividends distribution tax paid	-	(107.14)	(107.14)
As at March 31, 2019	3657.00	1481.53	5138.53
Profit for the year	-	276.01	276.01
Other comprehensive income	-	12.32	12.32
Total comprehensive income for the year	-	288.33	288.33
Decrease in Securities Premium Reserve On issue of bonus shares	(701.70)		(701.70)
Transactions with owners in their capacity as owners:			
Final Dividend paid	-	(245.60)	(245.60)
Dividends distribution tax paid	-	(50.49)	(50.49)
As at March 31, 2020	2955.30	1473.76	4429.06

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

NOTES TO FINANCIAL STATEMENT

NOTE □ C-01

COMPANY OVERVIEW:

Zota Health Care Ltd. is a public limited company incorporated and domiciled in India and listed on the National Stock Exchange of India Limited.

The company is established as a drug development, manufacturing and marketing company. The company caters to both domestic and international markets. Being a progressive Indian pharmaceutical company, it offers a vast range of pharmaceutical, nutraceutical, ayurvedic and OTC products in India and overseas as well.

The Company has its registered office at Zota House, 2/896, Hira Modi Street, Sagrapura, Surat-395002, Gujarat, India.

The financial statements are approved for issue by the Company's Board of Directors on June 23, 2020.

NOTE □ C-02

1. SIGNIFICANT ACCOUNTING POLICIES

The following note provides list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company's Financial Statements are presented in rupees and all values are rounded to the nearest Lakh (₹ 00,000), except when otherwise indicated.

1.2 Use of estimates and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

Estimation of uncertainties relating to the global health pandemic from COVID-19

Due to COVID-19 outbreak throughout the globe, the Company's manufacturing plant remained shuttled from March 23, 2020 to April 16, 2020; due to this, dispatches of goods to various countries have

been affected. Moreover, due to lockdowns imposed in various states, dispatches of the goods to customers have adversely impacted. However, as per the different directives issued by the various government authorities, the Company has resumed operations in a phased manner. The Company has ascertained the impact of this pandemic and made assessment that the impact of COVID-19 on companies business is likely to be short to medium term. However, falling under essential commodities, the Company's business was not that affected as compared to the overall economy.

The Company, as at the date of approval of these financial statements has assessed its liquidity position and expects to fully recover the carrying amount of receivables, investments, intangible assets and other assets. The Company has also evaluated the inventories and found them sufficient to honor future orders.

However, if the pandemic situation lasts for a long period then the impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

1.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

i. Current and non-current classification

The assets and liabilities reported in the balance sheet are classified on a "current/non-current basis".

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating Cycle

Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

ii. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Where required/appropriate, external valuers are involved.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) prices in active market for identical assets or liabilities.
- Level 2 (if level 1 feed is not available/appropriate) - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 (if level 1 and 2 feed is not available/appropriate) - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximates fair value due to the short maturity of these instruments. The Company recognizes transfers between levels of fair value hierarchy at the end of reporting period during which change has occurred.

iii. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions.

iv. Foreign currency translation

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian Rupees (INR), which is Zota Health Care Limited's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Statement of Profit and Loss. Non-monetary items that are measured at historical cost in foreign currency are not retranslated. All non-monetary items denominated in foreign currency are carried at historical cost or other similar valuation and are reported using the exchange rate that existed when the values were determined.

v. Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Arrangements with customers for sale of goods are on a fixed-price.

Applying the practical expedient as given in Ind AS 115, revenue from fixed-price where there is no uncertainty as to measurement or collectability of consideration, is recognized in the amount to which the entity has a right to invoice". When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer.

The company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts/incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/incentive.

If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably.

Trade receivables and Contract Balances:

The company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivable is a right to consideration that is unconditional upon passage of time.

Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Invoicing in excess of earnings are classified as unearned revenue.

Trade receivable and unbilled revenues are presented net of impairment in the Balance Sheet.

Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate, which is the rate

that exactly discounts the estimated future cash receipts through the expected life of the financial instrument. Interest income is included in 'Other Income' in the Statement of Profit and Loss.

vi. Government grants

Government grants are initially recognized as deferred income at fair value if there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant;

- In case of capital grants, they are then recognized in Statement of Profit and Loss on a systematic basis over the useful life of the asset.
- In case of grants that compensate the Company for expenses incurred are recognized in Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognized.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

vii. Income tax

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The provision for current tax is made at the rate of tax as applicable for the income of the previous year as defined under the Income tax Act, 1961. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognized using the Balance Sheet approach on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purpose at the reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be

recovered.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

viii. Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

Finance leases

A finance lease is recognised as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset or the present value of the minimum lease payments. Initial direct costs, if any, are also capitalised and, subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Operating leases

Leases other than finance leases are operating leases, and the leased assets are not recognised on the Company's balance sheet. Payments made under operating leases are recognized in the statement of profit and loss over the term of the lease.

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease except where payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases or another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

As a lessor

Lease income from operating leases where the company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases or another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. The respective leased assets are included in the Balance Sheet based on their nature. Costs, including depreciation, on such leased assets are recognized as an expense in the Statement of Profit and Loss.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies

(Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

Effective April 1, 2019, the Company has adopted IND AS 11.6, Leases, using modified retrospective method. Accordingly, the comparatives have not been retrospectively adjusted. The adoption of IND AS.116, did not have any material impact on the standalone financials.

ix. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets except inventories to ascertain whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets excluding goodwill with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount of the asset does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the Statement of Profit and Loss.

x. Cash and cash equivalents

The Company considers all highly liquid financial instruments which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

xi. Inventories

Raw Materials & Stores & Spares : Valued at Cost.

Finished Goods & WIP : valued at lower of Cost or Net Realisable Value.

Stock in Trade (in respect of goods acquired for trading): Valued at Cost.

Other Inventories: Valued at Cost.

- Cost of raw materials and Stores & Spares includes cost of purchases and other costs incurred in bringing the inventories to their present location and condition.
- Cost of work-in-progress and finished goods includes direct materials, labour and proportion of manufacturing overheads based on the normal operating capacity, wherever applicable.
- Cost of finished goods includes excise duty and other costs incurred in bringing the inventories to their present location and conditions.
- Cost of stock-in-trade includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

xii. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through Profit and Loss), or amortized cost.

Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through Profit and Loss ('FVTPL') till de-recognition on the basis of:

- (i) the entity's business model for managing the financial assets and

(ii) the contractual cash flow characteristics of the financial asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in the Statement of Profit and Loss when the asset is derecognized or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

xiii. Fair Value Through Other Comprehensive Income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Profit and Loss (FVTPL):

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is recognized in the Statement of Profit and Loss.

Equity instruments

Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue/origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are

recognized in Statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

xiv. Property, Plant and Equipment (PPE)

Items of Property, plant and equipment acquired or constructed are initially recognized at historical cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The historical cost of Property, plant and equipment comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use.

Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at the reporting date.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The Company identifies and determines cost of each component/part of the plant and equipment separately, if the component/part has a cost which is significant to the total cost of the plant and equipment and has useful lives that is materially different from that of the remaining plant and equipment.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

Gains and losses arising from de-recognition of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Depreciation methods, estimated useful lives and residual values:

Depreciation is provided, pro-rata for the period in use, on the written down value method based on the respective estimate of useful lives given below. Estimated useful lives of assets are determined based on technical parameters/assessments.

The Management believes that useful lives currently used, which is prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflects its estimate of the useful lives and residual values of PPE.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Advances paid towards the acquisition of PPE outstanding at each Balance Sheet date is classified as capital advances under 'Other non-current assets' and cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

xv. Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization/ depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on

foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

xvi. Research and Development Expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss.

Development costs of products are charged to the Statement of Profit and Loss. Development expenditure of certain nature is capitalized when the criteria for recognizing an intangible asset are met.

xvii. Provisions and contingent liabilities

Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingencies

Contingent liabilities are disclosed in the Notes to the financial statements. Contingent liabilities are disclosed for

- when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or
- a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

xviii. Earnings per Share

Basic earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders by the weighted

average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

xix. Employee benefits

Short term benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, bonus, short term compensated absences and the expected cost of ex-gratia is recognized in the period in which the employee renders the related service.

Post-employment benefit obligations

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:

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur directly in other comprehensive income.

xx. Cash flow statement

Cash flows are reported using the Indirect Method, as set out in Ind-AS 7 'Statement of Cash Flow', whereby profit for the year is adjusted for the effects of transaction of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Signatures to Notes 1 to 22

For and on behalf of the Board

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

Sd/-
Ashvin Variya
Company Secretary

Date: 23/06/2020
Place: Surat

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

Sd/-
Viral Mandviwala
Chief Financial Officer

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

2. RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of corporate Affairs ("McA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

3. SIGNIFICANT JUDGEMENTS AND ESTIMATES

The preparation of the Company's financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amount of assets, liabilities, revenue, expenses, and the accompanying disclosures and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when financial statements were prepared. These estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised and in any future year affected.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation at the reporting date, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. The areas involving critical estimates and judgements are:

- Useful lives of Property, plant and equipment and intangibles [Refer Note No. 1.2 (xiv.)]
- - Measurement of defined benefit obligations [Refer Note No. 1.2 (xix.)]
- - Provision for inventories [Refer Note No. 1-2 (xi.)]
- - Measurement and likelihood of occurrence of provisions and contingencies [Refer Note No. 1.2 (xvii.)]
- - Impairment of trade receivables
- - Deferred Taxes

Note No. C-03

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Non-Current Investments		
Investments in Equity Instruments		
Prime Co-Op. Bank (Non-Trade Investment)	*	*
In Equity Shares of Subsidiary Companies		
Unquoted, fully paid up		
Zota Healthcare Lanka (Pvt) Ltd [2000 units of LKR 100 each]	0.79	0.87
Zota Healthcare Nig. Ltd [1000000 units of Naira 1 each]	1.92	1.97
Investment in DavaIndia Health Mart Ltd	10.00	0.00
Other Non-Current Investments		
Axis Bank Fixed Deposit	1379.20	1559.19
Yes Bank Fixed Deposit+	11.34	0.00
Total	1403.25	1562.03

* denotes figures less than a lakh

+ Rs.6 lakhs earmarked against performance bank guarantee

Note No. C-04

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Loans - Non-Current		
(Unsecured and Considered Good)		
Security Deposits	9.48	9.37
Others		
Loan to Employee	18.70	19.93
Total	28.18	29.30

Note No. C-05

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Inventories		
Raw Materials	177.03	223.72
Work-in-Progress	97.80	59.57
Finished Goods	84.34	23.02
Stock-in-Trade (in respect of goods acquired for trading)	2072.62	2836.23
Others		
Promotional, Packing and Stationery Material	102.29	108.70
Total	2534.08	3251.24

Inventories**Mode of Valuation.**

Raw Materials : Valued at Cost.

Finished Goods & WIP : valued at Cost or Net Realisable value whichever is less as per Ind-AS 2.

Stock in Trade (in respect of goods acquired for trading): Valued at Cost .

Other Inventories: Valued at Cost .

Note No. C-06

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Trade Receivables		
(Unsecured and Considered Good)		
Trade Receivables	2913.65	2209.64
Total	2913.65	2209.64

Note No. C-07 (a)

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Cash and Cash Equivalents		
Cash on Hand	1.38	1.79
Cash on Hand-SEZ	0.05	0.35
Total	1.42	2.14

Note No. C-07 (b)

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Bank balance other than cash and cash equivalents		
Balance with Banks	71.33	167.28
Total	71.33	167.28

Note No. C-08

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Loans		
(Unsecured and Considered Good)		
Others	320.01	343.81
Total	320.01	343.81

Note No. C-09

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Other Current Assets		
Prepaid Expenses	27.73	0.88
Balances with Govt. Authorities	8.31	10.69
Other Receivables	0.35	251.73
Total	36.40	263.30

Note No. C-10

Equity	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Share Capital :		
Authorised Share Capital		
25000000 Equity Shares of Rs. 10/- each		
(Pre. Yr. 20000000 Equity Shares of Rs. 10/- each)	2500.00	2000.00
Issued, Subscribed and Paid up		
24560327 Equity Shares of Rs. 10/- each		
(Pre. Yr. 17543352 Equity Shares of Rs. 10/- each)	2456.03	1754.34
Total	2456.03	1754.34

A. The reconciliation of number of shares outstanding is set out below:

Authorised Shares	No. of Shares 31st March, 2020	No. of Shares 31st March, 2019
Equity Shares at the beginning of the year	20,000,000	20,000,000
Addition during the year	5,000,000	
Equity Shares at the end of the year	25,000,000	20,000,000

Issued, Subscribed and fully paid	No. of Shares 31st March, 2020	No. of Shares 31st March, 2019
Equity Shares at the beginning of the year	17,543,352	17,543,352
Addition during the year	7,016,975	-
Equity Shares at the end of the year	24,560,327	17,543,352

B. Details of shareholders holding more than 5% shares in the Company :

Authorised Shares	No. of Shares with Sharing Ratio			
	31st March, 2020		31st March, 2019	
	No. of Share	%	No. of Share	%
Manukant C. Zota	2176870	8.86	2268693	12.93
Himanshu M. Zota	3268930	13.31	2319800	13.22
Ketan C. Zota	3045363	12.40	2165974	12.35
Jainam Share Consultants Pvt. Ltd.	904546	3.68	1697995	9.68
Kamlesh R. Zota	1991103	8.11	1412074	8.05
Manisha K. Zota	1443966	5.88	937119	5.34

C. Equity shares movement during 5 years preceding March 31, 2020

94,10,867 Shares were allotted as Bonus Shares in the last five years by capitalisation of Securities Premium.

Note No. C-11

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
OTHER EQUITY		
a. Securities Premium	2955.30	3657.00
b. Retained earnings	1473.76	1481.53
Total	4429.06	5138.53
a. Securities Premium		
As per last Balance Sheet	3657.00	3657.00
Less: On issue of Bonus shares	701.70	0.00
Closing balance	2955.30	3657.00
b. Retained earnings		
Opening balance	1481.53	1566.43
Profit for the year	276.01	555.19
Other comprehensive income of the year	12.32	(6.65)
Final dividend	(245.60)	(526.30)
Dividend distribution tax	(50.49)	(107.14)
Closing balance	1473.76	1481.53

Nature and purpose of reserves:**1 Securities premium**

Securities premium is created when shares are issued at premium. This is utilised in accordance with the provisions of the Companies Act, 2013.

Note No. C-12

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Provisions -Non-Current		
Gratuity Payable	87.47	75.65
Total	87.47	75.65

Note No. C-13

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Other Current Liabilities		
Statutory Liabilities	27.02	13.62
Other Payables	137.07	38.87
Total	164.10	52.48

Note No. C-14

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Provisions - Current		
Provision for Employee Benefits	88.54	79.08
Others	107.41	233.15
Total	195.95	312.23

Note No. C-15

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Revenue From Operations		
Sale of Products	9511.27	8562.94
Total	9511.27	8562.94

Note No. C-16

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Other Incomes		
Interest Income	104.88	140.68
PMRPY Income	4.81	5.66
Export Incentive Licence Income	6.60	0.00
Commission Income	0.00	6.18
Income From Damaged Goods	0.00	0.80
Other Non-Operating Income		
Duty Drawback Income	0.09	0.15
Foreign Exchange Profit/Loss	34.89	0.09
Product Development Charges	0.03	0.92
Total	151.30	154.47

Note No. C-17

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Cost of Materials Consumed:		
Raw Materials		
Inventory at the beginning of the year	283.28	186.28
Add: Purchase Less Return	1295.47	1248.00
	1578.75	1434.28
Less: Inventory at the end of the year	274.83	283.28
Total	1303.92	1151.00

Note No. C-18

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Changes In Inventories Of Stock-In-Trade		
Inventories (at commencement)	2967.96	2241.99
Inventories (at close)	2259.26	2967.96
Total	708.70	(725.97)

Note No. C-19

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Employee Benefit Expenses		
Salaries, Wages and Bouns	423.09	348.72
Director's Remuneration	75.45	87.02
Contribution to Provident Fund and Other Funds	68.24	60.13
Staff Welfare Expenses	467.28	393.32
Total	1034.05	889.19

Note No. C-20

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Finance Costs		
Bank Charges	5.55	1.57
Interest On TDS	0.04	0.14
Interest On Security Deposits	1.32	1.96
Other Interest (CST Interest)	0.00	0.00
Total	6.91	3.68

Note No. C-21

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Other Expenses		
Direct Expenses		
Freight On Purchases	9.69	8.10
Lab Testing Expenses	10.18	9.18
Lab Chemical Expenses	2.95	4.39
Packing Materials Expenses	36.02	34.41
Insurance on Purchase -Expense	0.00	0.02
Transporation Expense	101.98	116.05
Vat Expenses	0.00	0.00
GST Expenses	2.95	6.86
Power and Fuel Expenses	27.87	24.95
Factory Maintenance Expenses	12.53	10.49
Water Charges	1.86	1.16
Diesel Expense for Boiler	18.77	14.79
	224.79	230.41
Administrartive and General Expenses		
Audit and Consultancy Fees	5.00	5.00
Bad Debts Written Off	0.00	21.83
Clearing and Forwarding Charges	40.11	37.51
Computer Repairs and Maintenance Expenses	7.80	7.29
Professional Fess /Consultancy Charges	237.66	108.27

Cylinder Charges	3.07	3.80
Conferance Expenses	1.04	39.44
Commission Expenses	4.39	22.66
Diesel Expenses	2.61	1.74
Electricity Light Bill Expenses	13.52	14.43
Export Promotion Council - Membership Fees	0.41	0.10
Godown rent	72.64	76.80
Generator on Rent	0.75	0.25
Building Rent	0.00	9.36
Insurance Expenses	15.35	10.13
Legal Expense	20.47	1.22
Lodging and Boarding Expense	15.30	15.01
Market Research/Survey Expenses (DavaIndia)	16.55	0.00
Membership Fees	0.18	0.12
Administrative and General Expenses		
Municipal Tax	9.19	8.56
Office Equipment Maintenance	4.29	3.49
Office/ Factory Miscellaneous Expense	28.29	34.64
PF Fund Administration Charges	2.06	1.87
Post And Courier Charges	50.13	55.00
Printing and Stationery Expense	8.02	14.63
Product Approval Charges	2.81	3.73
Professional Tax	0.03	0.02
Security service charges	1.49	1.56
Service Charges	1.95	2.42
Shop Maintenance Expense	1.80	1.17
Software Subscription Exp	11.06	2.10
Telephone and Mobile Bill Expense	5.42	6.45
Trademark Expense	5.41	0.05
Travelling Expense	42.60	42.57
Website Renewal Charges	1.18	2.32
Expenditure towards Corporate Social Responsibility (CSR) activities	18.43	19.32
GST Penalty	0.01	0.01
Vatav Kasar	(0.47)	13.45
	659.90	588.32
Selling and Distribution Expenses		
Advertisement Expense	251.89	133.02
Cash and Trade Discount	32.25	39.61
Commission on Sales	146.05	95.79
Exhibition Expenses	2.35	0.00
Freight on Sales	5.02	7.06
Promotional Expenses	70.81	101.94
Sales Incentive	0.76	1.66
	509.13	379.09
Total	1393.81	1197.81

* denotes figures less than a lakh

NOTE C-22 Other Disclosures

1 Dividend

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Equity shares: Final dividend for the year ended March 31, 2020 - ₹ 1/- (March 31, 2019 - ₹ 1/-) per fully paid up Equity Share	245.60	175.43

2 Earnings Per Share

Particulars	2019-20	2018-19
Profit for the year (Rupees in lakhs)	276.01	555.19
Weighted Average No. of Equity Shares	24,560,327	24,560,327
Nominal value per share (Rupees)	10.00	10.00
Basic and Diluted Earnings per equity share of face value of ₹ 10 each	1.12	2.26

During the reporting period; on July 29, 2019 Company has issued 70,16,975 bonus shares in the ratio of 4:10 [i.e' 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held, post this issue Earning per Share (EPS) for all the reporting period have been restated as per IND-AS 33.

3 Related Party Disclosures

S.No.	NAME	RELATION	AMOUNT (₹ in lakhs)	PAN	NATURE OF TRANSACTION
1	Mr. Jatin A. Zota*	Director Relatives	1.80	AACPZ8768Q	Salary
2	Mr. Niral M.Zota	Director Relatives	5.40	AABPZ1960H	Salary
3	Mr. Viren M. Zota	Director Relatives	5.40	AAEPZ7934J	Salary
4	Mr. Himanshu M. Zota	Executive Whole Time Director	7.50	AABPZ1961G	Commission
5	Mr. Kamlesh R. Zota	Executive Whole Time Director	7.50	AABPZ9457F	Commission
6	Mr. Manukant C. Zota	Executive Whole Time Director	7.50	AAAPZ7965K	Commission
7	Mr. Moxesh K. Zota	Executive Managing Director	7.50	AANPZ1370P	Commission
8	Mr. Jatin A. Zota*	Director Relatives	4.20	AACPZ8768Q	Commission
9	Mr. Niral M.Zota	Director Relatives	12.60	AABPZ1960H	Commission
10	Mr. Viren M. Zota	Director Relatives	12.60	AAEPZ7934J	Commission
11	Mr. Himanshu M. Zota	Executive Whole Time Director	18.00	AABPZ1961G	Remuneration
12	Mr. Kamlesh R. Zota	Executive Whole Time Director	18.00	AABPZ9457F	Remuneration
13	Mr. Manukant C. Zota	Executive Whole Time Director	18.00	AAAPZ7965K	Remuneration
14	Mr. Moxesh K. Zota	Executive Managing Director	18.00	AANPZ1370P	Remuneration
15	Mr. Ashvin B. Variya	Company Secretary	7.14	AQEPV4861E	Salary
16	Mr. Viral A. Mandviwala	CFO	5.86	AAAPZ7965K	Salary
17	Ms. Heli Ritesh Shah	Director Relatives	1.15	AAIPZ0123H	Salary
18	Mr. Egbunike Okechukwu Abel	Director in Company's OWS, Zota Healthcare Nig. Ltd (Incorporation of the same is under process)	0.70	Foreign resident, NO PAN AVAILABLE	Salary
19	Mr. Ketankumar C. Zota	Non-executive Chairman	0.27	AABPZ9238J	Sitting Fees
20	Mr. Moxesh K. Zota	Executive Managing Director	0.27	AANPZ1370P	Sitting Fees
21	Mr. Himanshu M. Zota	Executive Whole Time Director	0.51	AABPZ1961G	Sitting Fees
22	Mr. Manukant C. Zota	Executive Whole Time Director	0.36	AAAPZ7965K	Sitting Fees
23	Mr. Kamlesh R. Zota	Executive Whole Time Director	0.27	AABPZ9457F	Sitting Fees
24	Mrs. Varshababen Gaurang Mehta	Non-Executive Independent Director	0.51	ABPPM8710R	Sitting Fees
25	Mrs. Bhumi Maulik Doshi	Non-Executive Independent Director	0.39	DQWPD9279M	Sitting Fees
26	Mr. Vitrag Sureshkumar Modi	Non-Executive Independent Director	0.36	ATEPM2221N	Sitting Fees
27	Mr. Dhiren Prafulbhai Shah	Non-Executive Independent Director	0.12	AKUPS9999Q	Sitting Fees
28	Mrs. Jayshreeben Nileshkumar Mehta	Non-Executive Independent Director	0.21	AMSPM9396F	Sitting Fees
29	Mr. Shailesh Sevantilal Shah	Non-Executive Independent Director	0.18	ADRPS1698C	Sitting Fees

*Resigned w.e.f. July 31, 2019.

Other details pertaining to related party transactions are provided in Form no. AOC-2 annexed to the Board's Report.

4 Deferred Tax Liabilities:

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Deferred Tax Liabilities		
Property, plant and equipments, Intangible Assets	26.33	11.47
Sub Total (a)	26.33	11.47
Deferred Tax Assets		
Items allowable for tax purpose on payments/adjustment	(8.46)	0.00
Sub Total (b)	(8.46)	0.00
Total (a-b)	17.87	11.47
Recognised in Statement of Profit & Loss for the year	(6.40)	4.03

5 Fair value measurements

Financial instruments by category

Financial instruments by category	March 31, 2020			March 31, 2019		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments	-	-	1403.25	-	-	1562.03
Trade Receivables	-	-	2913.65	-	-	2209.64
Cash and Cash Equivalents	-	-	1.42	-	-	2.14
Bank balance other than above			71.33			167.28
Other Financial Assets	-	-	320.01	-	-	343.81
Total financial assets	-	-	4709.67	-	-	4284.90
Financial liabilities						
Borrowings	-	-	-	-	-	-
Trade Payable	-	-	1498.65	-	-	1616.84
Other Financial Liabilities	-	-	-	-	-	-
Total financial liabilities	-	-	1498.65	-	-	1616.84

Fair value of financial assets and financial liabilities measured at amortised cost.	March 31, 2020		March 31, 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets at amortised cost				
Fixed deposits	1390.53	1390.53	1559.19	1559.19
Financial assets at FVTPL				
Investments in equity instruments (unquoted)#	0.00	0.00	0.00	0.00
Zota Healthcare Lanka (Pvt) Ltd.	0.79	0.79	0.87	0.87
Zota Healthcare Nig. Ltd.	1.92	1.92	1.97	1.97
Investment in DavaIndia Health Mart Ltd	10.00	10.00	-	-

* denotes figures less than a lakh

For investment in equity instrument made in Prime Co-Op Bank, the cost (i.e. carrying value) represents the best estimate of fair value considering the nature of the investment.

Fair value of financial assets/liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, current loans, other financial assets, trade payables, other financial liabilities are considered to be the same as their fair values, as they are current in nature.

6 Post employment employee benefits plans

Gratuity

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement in terms of provisions of the Payment of Gratuity Act or as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity and the amounts recognised in the Company's financial statements as at the Balance Sheet date:

Actuarial Assumptions

Particulars	Gratuity 2019-20	Gratuity 2018-19
Discount Rate (per annum)	6.80%	7.70%
Expected Rate of Return		
Salary Escalation rate	9.00%	9.00%
Retirement Age	60	60
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Employees attrition rate	5% at younger ages and reducing to 1% at older ages according to graduated scale	5% at younger ages and reducing to 1% at older ages according to graduated scale

Notes:

- Estimates of future salary increase are based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in consultation with the company.
- Discount Rate used for valuing liabilities is based on yields (as on valuation date) of Government Bonds with a tenure similar to the expected working lifetime of the employees.

i) Reconciliation of present value of obligations ('PVO') – defined benefit obligation:

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Liability at the beginning of the period	79.57	49.18
Interest Cost	19.56	3.79
Current Service Cost	8.83	17.38
Employees Contribution	0.00	0.00
Interest Guarantee	0.00	0.00
Benefits Paid	0.00	0.00
Transfer from previous employer's	0.00	0.00
Liability Transfer In	0.00	0.00
Liability Transfer Out	0.00	0.00
Actuarial (gain) / loss on Financial Assumption	0.00	0.00
Actuarial (gain) / loss on Demographic Assumption	0.00	0.00
Actuarial (gain) / loss on Experience	(16.46)	9.22
Liability at the end of the year	91.49	79.57

ii) Amount Recognised in the Balance Sheet

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Present Value of Benefit Obligation on 31-3-2020	91.49	79.57
Fair Value of Plan Assets on 31-3-2020	0.00	0.00
Net Liability / (Asset) recognised in Balance Sheet	91.49	79.57

iii) Expenses Recognised in the Income Statement

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Current Service Cost	8.83	17.38
Interest Cost on benefit obligation (net)	19.56	3.79
Past Service Cost	0.00	0.00
Expected Contribution	0.00	0.00
Gain / Losses on Curtailment and Settlement	0.00	0.00
Net Effect of Change in Foreign Exchange Rates	0.00	0.00
Expenses Recognised	28.38	21.17

iv) Expenses Recognised in Other Comprehensive Income (OCI) for current Period

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Actuarial changes arising from changes in financial assumptions	0.00	0.00
Actuarial changes arising from changes in demographic adjustments	0.00	0.00
Actuarial changes arising from changes in experience adjustments	(16.46)	9.22
Net (Income) / Expense for period	(16.46)	9.22

v) Maturity profile of defined benefit obligations

Projected Benefits Payable in Future Years From the Date of Reporting	2019-20 (₹ in Lakhs)	2018-19 (₹ in Lakhs)
1st Following Year	4.02	3.92
2nd Following Year	2.17	2.10
3rd Following Year	2.31	2.02
4th Following Year	2.78	2.13
5th Following Year	2.01	2.63
6 to 10 years	38.10	26.04

vi) Sensitivity Analysis Gratuity Plan

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Projected Benefit Obligation on Current Assumptions	91.49	79.57
Delta Effect of +1% Change in Rate of Discounting	78.99	69.35
Delta Effect of -1% Change in Rate of Discounting	106.96	92.12
Delta Effect of +1% Change in Rate of Salary Increase	106.46	91.83
Delta Effect of -1% Change in Rate of Salary Increase	79.12	69.37
Delta Effect of +1% Change in Rate of Employee Turnover	90.24	78.95
Delta Effect of -1% Change in Rate of Employee Turnover	92.85	80.24

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

vii) Risk exposure :

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability."

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay- out based on pay as you go basis from own funds.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

7 Income Tax

(a) - Income tax expense

Particulars	31.03.2020 (₹ in Lakhs)	31.03.2019 (₹ in Lakhs)
i. Current tax		
Current tax on profits for the year	103.53	232.43
ii. Deferred tax		
Decrease (increase) in deferred tax assets	(8.46)	0.00
(Decrease) increase in deferred tax liabilities	14.87	(4.03)
Total deferred tax expense / (credit)	6.40	(4.03)
Total Income tax expenses (i + ii) *	6.40	(4.03)
*excludes below tax impact on Other Comprehensive Income		
Tax Benefit / (Expenses) on Actuarial	(4.14)	2.56

(b) - Reconciliation of tax expense and the accounting profit multiplied by tax rate :

Particulars	31.03.2020 (₹ in Lakhs)	31.03.2019 (₹ in Lakhs)
Profit before tax	388.02	785.92
Applicable Tax Rate	25.168%	27.82%
Computed Tax Expense	97.66	218.64
Tax effect of :		
Expenses not deductible for tax purposes	71.47	57.02
Expenses allowed for tax purposes	(63.28)	(40.66)
Deductions allowed	(2.32)	(2.58)
Income Tax Expense	103.53	232.43

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

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

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

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

12 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Principal amount remaining unpaid	205.61	20.44
Interest due thereon remaining unpaid	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-

Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

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

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
As Auditors	5.00	5.00
In other capacities	0.00	0.00
Total	5.00	5.00

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

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Director's Remuneration (includes commission)	105.45	87.02
Total	105.45	87.02

15 Contingent Liabilities

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Performance bank guarantee	6.00	0.00
Total	6.00	0.00

16 Operating Segment

Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators of business the segment/s in which the company operates. The Company is primarily engaged in the business of manufacturing and marketing of Pharmaceutical products which the Management and CODM recognise as the sole business segment. Hence, disclosure of segment-wise information is not required and accordingly not provided.

17 The Company is primarily engaged in the business of manufacturing and marketing of Pharmaceutical products. The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' effective 1 April 2018. The company does not enter into contracts with customers and hence, the disclosures regarding Disaggregation of revenue and Performance obligations under Ind AS 115 are not provided.

18 The Company has adopted Ind AS 116 "Leases" effective April, 2019, as notified by the Ministry of Corporate Affairs (MCA) in the Companies (Indian Accounting Standard) Amendment Rules, 2019, using modified retrospective method. Adoption of Ind As 116 does not have any significant impact on the financial results.

19. Financial Risk Management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk.

The Company's financial liabilities comprise of trade payable and other liabilities to manage its operation and financial assets includes trade receivables, security deposit and loans and advances etc. arises from its operation.

The Company has established risk management policies and risk assessment processes to identify and analyse the risks faced by the Company and to reduce the risk to acceptable lower level by setting appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the company if a customer / counterparty to a contract fails to meet its contractual obligations, the maximum exposure to the credit risk at the reporting date is carrying value of trade receivables.

Credit risk are managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business.

Trade receivables

The Company have low risk of non-recovery of its receivables as its working on franchise module in which good are sold only to contracted party due to this company does not make any provision for doubtful debt any bad debt arise due to uncontrollable situation are written off at the year end.

Write off policy of company include, indicator that there are no reasonable expectation of recovery and information about the policy for financial assets that are written-off but are still subject to enforcement activity.

The ageing analysis of the receivable (gross of provision) has been considered from the date the invoice falls due.

Particulars	0-180 Days	180 To 365 Days	More Than 365 Days	Total (₹ in lakhs)
Trade Receivables				
31st March, 2020	2,464.70	448.95	-	2913.65
31st March, 2019	1899.33	310.31	-	2209.64

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has Fixed Deposits with bank of Rs.1390.53 lakhs unutilised working capital lines as on March 31, 2020, Rs. 1559.19 lakhs as on March 31, 2019.

The table below provides details regarding the contractual maturities of significant financial liabilities :

Particulars	Less Than 1 Year	1-3 Years	More Than 3 Years	As on 31st March, 2020 (₹ in lakhs)
Trade Payables	1,498.65	--	--	1,498.65

Particulars	Less Than 1 Year	1-3 Years	More Than 3 Years	As on 31st March, 2019 (₹ in lakhs)
Trade Payables	1,616.84	--	--	1,616.84

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

20 These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 23rd June, 2020.

21 COVID19 is significantly impacting business operation of the companies, by way of closure/lockdown of production facilities, interruption in production, supply chain disruption, unavailability of personnel, etc. On 24th March, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till 3rd May, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities. However, as per the different directives issued by the various government authorities, the Company has resumed operations in a phased manner. Falling under essential commodities, the Company's business was not that affected as compared to the overall economy. The Company, as at the date of approval of these financial statements has assessed its liquidity position and expects to fully recover the carrying amount of receivables, investments, intangible assets and other assets. The Company has also evaluated the inventories and found them sufficient to honor future orders. However, if the pandemic situation lasts for a long period then the impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

Signatures to Notes 1 to 22

For and on behalf of the Board

Sd/-
(Whole Time Director)
Himanshu M. Zota
(Din : 01097722)
34,Ichhanath Umra, Surat
Sd/-
Ashvin Variya
Company Secretary
Date: 23/06/2020
Place: Surat

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D,Lal Bunglow, Athwalines, Surat
Sd/-
Viral Mandviwala
Chief Financial Officer

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

M-01 & M03
Property, plant and equipment

Particulars	Land	Buildings	Office Equipments	Furniture & Fixtures	Computers	Total	Capital work-in-progress
For Year Ended March 31, 2019							
Opening Gross Carrying Amount	85.93	268.99	57.71	66.27	65.26	544.16	3.61
Additions	0.00	0.00	43.49	55.24	0.00	98.73	121.03
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00	98.73
Closing Gross Carrying Amount as on 31.03.2019	85.93	268.99	101.20	121.51	65.26	642.90	25.90
Accumulated Depreciation							
Opening Accumulated Depreciation	0.00	46.97	23.16	33.05	46.95	150.13	0.00
Depreciation Charge during the year	0.00	10.96	7.03	8.45	10.92	37.35	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	0.00	57.92	30.19	41.50	57.87	187.48	0.00
Net Carrying Amount As On 31.03.2019	85.93	211.07	71.01	80.01	7.40	455.41	25.90
For Year Ended March 31, 2020							
Opening Gross Carrying Amount	85.93	268.99	101.20	121.51	65.26	642.90	25.90
Additions	2.70	34.38	5.90	16.58	12.52	72.08	
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00	(25.90)
Closing Gross Carrying Amount as on 31.03.2020	88.63	303.37	107.10	138.09	77.78	714.97	0.00
Accumulated Depreciation							
Opening Accumulated Depreciation	0.00	57.92	30.19	41.50	57.87	187.48	0.00
Depreciation Charge during the year	0.00	12.03	17.34	12.02	8.90	50.29	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	0.00	69.96	47.53	53.52	66.76	237.77	0.00
Net Carrying Amount As On 31.03.2020	88.63	233.41	59.57	84.57	11.02	477.20	0.00

(₹ in Lakhs)

M-02

Intangible assets

Particulars	Brands/ Trademarks	Copyrights and Patents	Software	Others	Total	Intangible assets under development
For Year Ended March 31, 2019						
Opening Gross Carrying Amount	280.35	44.44	2.00	185.54	512.33	0.00
Additions	4.16	9.53	8.70	0.00	22.39	129.33
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00
Closing Gross Carrying Amount as on 31.03.2019	284.51	53.97	10.70	185.54	534.72	129.33
Accumulated Depreciation						
Opening Accumulated Depreciation	232.55	25.83	0.25	23.95	282.59	0.00
Depreciation Charge during the year	14.05	6.73	1.29	41.83	63.89	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	246.60	32.56	1.54	65.78	346.48	0.00
Net Carrying Amount As On 31.03.2019	37.91	21.41	9.17	119.76	188.25	129.33
For Year Ended March 31, 2020						
Opening Gross Carrying Amount	284.51	53.97	10.70	185.54	534.72	129.33
Additions	3.38	10.16	8.64	0.00	22.18	(129.33)
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	129.33	129.33	0.00
Closing Gross Carrying Amount as on 31.03.2020	287.88	64.14	19.35	314.87	686.24	0.00
Accumulated Depreciation						
Opening Accumulated Depreciation	246.60	32.56	1.54	65.78	346.48	0.00
Depreciation Charge during the year	10.39	6.78	3.88	40.04	61.09	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	256.99	39.34	5.41	105.82	407.56	0.00
Net Carrying Amount As On 31.03.2020	30.89	24.80	13.94	209.05	278.67	0.00

S-07 (a)
Property, plant and equipment

(₹ in Lakhs)

Particulars	Land	Factory Buildings	Plant & Equipment	Furniture & Fixtures	Electric Accessories	Office Equipment	Computer	TOTAL	Capital work-in progress
For Year Ended March 31, 2019									
Opening Gross Carrying Amount	73.50	135.00	510.26	35.80	37.60	11.71	15.17	819.04	0.00
Additions	0.00	7.02	22.86	8.68	0.18	0.00	0.88	39.63	39.63
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	39.63
Closing Gross Carrying Amount as on 31.03.2019	73.50	142.01	533.12	44.49	37.79	11.71	16.05	858.67	0.00
Accumulated Depreciation									
Opening Accumulated Depreciation	0.00	52.82	351.81	28.52	26.94	11.51	15.01	486.60	0.00
Depreciation Charge during the year	0.00	3.78	30.10	2.03	2.03	0.14	0.10	38.18	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	0.00	56.60	381.91	30.55	28.97	11.65	15.11	524.78	0.00
Net Carrying Amount As On 31.03.2019	73.50	85.42	151.21	13.94	8.81	0.07	0.94	333.89	0.00
For Year Ended March 31, 2020									
Opening Gross Carrying Amount	73.50	142.01	533.12	44.49	37.79	11.71	16.05	858.67	0.00
Additions		3.74	23.37	9.18			0.19	36.48	
Disposals									
Capitalised /Transferred during the year									
Closing Gross Carrying Amount as on 31.03.2020	73.50	145.76	556.49	53.66	37.79	11.71	16.24	895.14	0.00
Accumulated Depreciation									
Opening Accumulated Depreciation	0.00	56.60	381.91	30.55	28.97	11.65	15.11	524.78	0.00
Depreciation Charge during the year		4.74	33.49	3.78	2.06	0.01	0.25	44.33	
Disposals									
Closing Accumulated Depreciation	0.00	61.34	415.39	34.33	31.04	11.66	15.35	569.10	0.00
Net Carrying Amount As On 31.03.2020	73.50	84.42	141.09	19.34	6.75	0.06	0.88	326.04	0.00

S-07 (b)

Intangible assets

(₹ in Lakhs)

Particulars	Brands/ Trademarks	Copyrights and Patents	Software	Others	Total	Intangible assets under development
For Year Ended March 31, 2020						
Opening Gross Carrying Amount	0.00	0.00	0.00	0.00	0.00	0.00
Additions	512.92	0.00	0.00	0.00	512.92	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00
Closing Gross Carrying Amount as on 31.03.2020	512.92	0.00	0.00	0.00	512.92	0.00
Accumulated Depreciation						
Opening Accumulated Depreciation	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation Charge during the year	54.04	0.00	0.00	0.00	54.04	0.00
Disposals		0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	54.04	0.00	0.00	0.00	54.04	0.00
Net Carrying Amount As On 31.03.2020	458.88	0.00	0.00	0.00	458.88	0.00

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ZOTA HEALTH CARE LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

I have audited the accompanying Consolidated financial statements of ZOTA HEALTH CARE LIMITED (the "company"), and its subsidiary (the Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, of consolidated profit/loss, (consolidated changes in equity) and its consolidated cash flows for the year ended on that date.

BASIS FOR OPINION

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of my report. I am independent of the Group in accordance with the ethical requirements that are relevant to my audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the consolidated financial statements.

KEY AUDIT MATTERS

I have determined that there are no key audit matters to communicate in my report.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and my auditor's report thereon.

My opinion on the consolidated financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the standalone financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting 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 adequate internal financial controls, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

"In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

My objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which I am the independent auditor. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. I remain solely responsible for my audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. I consider quantitative materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of my work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

- a. I did not audit the financial statements of the subsidiary which reflect total assets of Rs. 10.83 Lakhs as at 31st March, 2020, total revenues of Rs. Nil and total net loss of Rs. 1.85 Lakhs; and total comprehensive loss of Rs. 1.85 Lakhs and cash flows (net) Rs. 10.72 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and my opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and my report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

My opinion on the consolidated financial statements, and my report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to my reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:

- 1 As required by Section 143(3) of the Act, I report, to the extent applicable, that:
- a I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit of the aforesaid consolidated financial statements.
 - b In my opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from my examination of those books and the reports of the other auditors.
 - c The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, (the consolidated Statement of Changes in Equity) and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d In my opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Company incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating

effectiveness of such controls, refer to my separate Report in "Annexure A".

- g With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In my opinion and to the best of my information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act.
- h With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in my opinion and to the best of my information and according to the explanations given to me:
 - (i) There were no pending litigations which would impact the consolidated financial position of the Group.
 - (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

For Shivangi Parekh & Co.
Chartered Accountants
ICAI Firm Reg. No. 131449W

Sd/-
CA Shivangi Mehta
Proprietor

M. No. 118936

UDIN:20118936AAAAW8893

Date: 23/06/2020
Place: Surat

ANNEXURE “A”

TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of 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”)

In conjunction with my audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2020, I have audited the internal financial controls over financial reporting of ZOTA HEALTH CARE LIMITED (“the Company”) as of that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are 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

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 condensed 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 my opinion, the Holding 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 31st March 2020, 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.

For Shivangi Parekh & Co.
Chartered Accountants
ICAI Firm Reg. No. 131449W

Sd/-
CA Shivangi Mehta
Proprietor

Date: 23/06/2020
Place: Surat

M. No. 118936
UDIN:20118936AAAAAW8893

CONSOLIDATED BALANCE SHEET

as at 31st March, 2020

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
(1) Non-Current Assets			
Property, plant and equipment	M-01 & S-07(a)	803.24	789.30
Intangible Assets	M-02 & S-07(b)	737.55	188.25
Capital work-in-progress	M-03	0.00	25.90
Intangible assets under development		0.00	129.33
Financial Assets			
(i) Investments	H-03	1392.46	1561.16
(iii) Loans	H-04	28.18	29.30
Other Non-current assets		0.00	0.00
Total Non-Current assets		2961.42	2723.25
(2) Current Assets			
Inventories	H-05	2534.08	3251.24
Financial Assets			
(i) Trade Receivables	H-06	2913.65	2209.64
(ii) Cash and Cash Equivalents	H-07 (a)	1.42	2.14
(iii) Bank balance other than cash and cash equivalents	H-07 (b)	82.06	167.28
(iv) Loans	H-08	318.74	343.81
Other Current Assets	H-09	36.50	263.30
Total Current assets		5886.46	6237.42
Total Assets		8847.88	8960.66
EQUITY AND LIABILITIES			
(1) Equity			
(i) Equity Share capital	H-10	2456.03	1754.34
(ii) Other Equity	H-11	4426.87	5138.19
Total Equity (Refer Note 1)		6882.90	6892.52
(2) Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings		0.00	0.00
Provisions	H-12	87.47	75.65
Deferred tax liabilities (Net)		17.87	11.47
Total non-current liabilities		105.34	87.11
Current liabilities			
Financial Liabilities			
(i) Borrowings		0.00	0.00
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		205.61	20.44
- Total Outstanding dues of Creditors other than micro enterprises and small enterprises		1293.52	1596.40
Other Current liabilities	H-13	164.10	51.62
Provisions	H-14	196.41	312.57
Total current liabilities		1859.64	1981.02
Total Liabilities		1964.98	2068.14
Total Equity and Liabilities		8847.88	8960.66

Note:

- 1 Since the subsidiary companies are Wholly Owned Subsidiaries, the non controlling interests is Nil in case of Consolidated Financial Statements and thus, Equity attributable to owners of the Company shall be the same as total equity.

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

CONSOLIDATED STATEMENT OF PROFIT & LOSS

for the year ended 31st March, 2020

(₹ in Lakhs except per equity share data)

Particulars		Note No.	Year Ended 31st March, 2020	Year Ended 31st March, 2019
I.	Revenue from Operations	H-15	9511.27	8562.94
II.	Other Incomes	H-16	151.30	154.47
III.	Total Revenue		9662.57	8717.42
IV.	Expenses:			
	Cost of Materials Consumed:	H-17	1303.92	1151.00
	Purchases of Stock-in-Trade		4617.40	5276.35
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	H-18	708.70	(725.97)
	Employee Benefit Expenses	H-19	1034.05	889.19
	Finance Costs	H-20	6.94	3.68
	Depreciation / Amortisation and Depletion Expense	M-01 & M-02 & S-07	209.75	139.42
	Other Expenses	H-21	1395.64	1198.16
V.	Total Expenses		9276.41	7931.84
VI.	Profit/(loss) before exceptional items and tax (III-V)		386.16	785.57
	Exceptional items		0.00	0.00
VII.	Profit/(loss) before tax		386.16	785.57
VIII.	Tax Expense:			
	(1) Current tax		103.53	232.43
	(1.1) I.T. & DD Tax Provision Created Short/ excess		2.07	2.34
	(2) Deferred Tax		(6.40)	4.03
IX.	Profit/ (Loss) for the period from Continuing Operations (VII-VIII)		274.15	554.84
X.	Profit/(loss) before tax from discontinued operations		0.00	0.00
XI.	Tax Expense of discontinued Operations		0.00	0.00
XII.	Profit/ (Loss) from Discontinued Operations (after Tax) (X- XI)		0.00	0.00
XIII.	Profit/ (Loss) for the Year		274.15	554.84
XIV.	Other Comprehensive Income			
	A (i) Items that will not be reclassified to Statement of profit and loss		16.46	(9.22)
	(ii) Income Tax relating to items that will not be reclassified to Statement of profit and loss"		(4.14)	2.56
	B (i) Items that will be reclassified to Statement of profit and loss		*	0.01
	(ii) Income Tax relating to items that will be reclassified to profit and loss		*	*
	Other comprehensive income for the year, net of tax		12.32	(6.64)
	Total comprehensive income for the year (XIII + XIV)		286.47	548.20

Profit attributable to:			
Owners of the parent		274.15	554.84
Non-controlling interest		0.00	0.00
Other comprehensive income attributable to:			
Owners of the parent		12.32	(6.64)
Non-controlling interest		0.00	0.00
Total Comprehensive Income attributable to:			
Owners of the parent		286.47	548.20
Non-controlling interest		0.00	0.00
Earnings per equity share of face value of ₹ 10 each			
(1) Basic (in ₹)		1.12	2.26
(2) Diluted (in ₹)		1.12	2.26

* denotes figures less than a lakh.

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2020

(₹ in Lakhs)

Particulars		For the Year Ended on 31st March, 2020	For the Year Ended on 31st March, 2019
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before Tax as per Statement of Profit and Loss	386.16	785.57
	Adjusted for:		
	Depreciation / Amortisation and Depletion Expense	209.75	139.42
	Interest on Unsecured loan	1.32	1.96
	Interest on Fixed Deposits	(104.43)	(140.16)
	Interest on GEB Deposits	(0.45)	(0.52)
	Operating Profit before Working Capital Changes	492.35	786.28
	Adjusted for:		
	Trade Payables	(117.70)	(29.91)
	Provisions-Current Liabilities	(99.69)	(155.65)
	Provisions - Non-Current	11.82	26.47
	Current Liabilities	112.89	21.24
	Trade Receivables	(704.01)	83.04
	Loans	23.80	139.95
	Inventories	717.16	(822.97)
	Other Current Assets	227.59	(140.98)
	Changes in Working Capital	171.84	(878.80)
	Cash Generated from Operations	664.19	(92.51)
	Taxes Paid	(109.75)	(232.20)
	Net Cash Flow from/(used in) Operating Activities (A)	554.45	(324.71)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Intangible Assets	(535.10)	(151.72)
	Decrease in Long Term Loans & Advances	1.12	1.45
	Interest on Fixed Deposits	104.43	140.16
	Interest on GEB Deposits	0.45	0.52
	Purchase of Tangible Assets	(82.65)	(160.66)
	Non-current Investments	158.78	1052.76
	Net Cash Flow (Used in) Investing Activities (B)	(352.97)	882.51
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Add: Adjustment for		
	Proceeds from Issue of Equity Share Capital	10.00	0.82
	Interest on Unsecured Loan	(1.32)	(1.96)
	Dividend Paid	(245.60)	(526.30)
	Tax on Dividend	(50.49)	(107.14)
	Net Cash Flow from / (Used in) Financing Activities (C)	(287.42)	(634.58)
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(85.94)	(76.78)
	Opening Balance of Cash and Cash Equivalents	169.43	246.21
	Closing Balance of Cash and Cash Equivalents	83.49	169.43

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2020

I. Equity share capital

(₹ in Lakhs except per equity share data)

Particulars	Amount ₹
As at March 31, 2018	1754.34
Changes in equity share capital	701.70
As at March 31, 2019	2456.03

II. Other Equity

(₹ in Lakhs except per equity share data)

Particulars	Reserves and surplus		Total ₹
	Securities premium reserve	Retained earnings	
As at March 31, 2018	3657.00	1566.43	5223.43
Profit for the year	0.00	554.84	554.84
Other comprehensive income	0.00	(6.64)	(6.64)
Total comprehensive income for the year	0.00	548.20	548.20
Transactions with owners in their capacity as owners:			
Final Dividend paid	0.00	(526.30)	(526.30)
Dividends distribution tax paid	0.00	(107.14)	(107.14)
As at March 31, 2019	3657.00	1481.19	5138.19
Profit for the year	0.00	274.15	274.15
Other comprehensive income	0.00	12.32	12.32
Total comprehensive income for the year	0.00	286.47	286.47
Decrease in Securities Premium Reserve On issue of bonus shares	(701.70)	0.00	(701.70)
Transactions with owners in their capacity as owners:			
Final Dividend paid	0.00	(245.60)	(245.60)
Dividends distribution tax paid	0.00	(50.49)	(50.49)
As at March 31, 2020	2955.30	1471.56	4426.87

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTE □ H-01

GROUP INFORMATION

Zota Health Care Ltd. is a public limited company incorporated and domiciled in India and listed on the National Stock Exchange of India Limited.

The company is established as a drug development, manufacturing and marketing company. The company caters to both domestic and international markets. Being a progressive Indian pharmaceutical company, it offers a vast range of pharmaceutical, nutraceutical, ayurvedic and OTC products in India and overseas as well.

The Company and its subsidiaries (jointly referred to as the 'Group' herein under) considered in these consolidated financial statements are:

Sr. No.	Name of the Subsidiary Company	Country of incorporation	Principal activities	Proportion (%) of equity interest	
				As at 31st March, 2020	As at 31st March, 2019
1	Davaindia Health Mart Limited	India	Marketing of Pharmaceutical products	100	-
2	Zota Healthcare Lanka Private Limited	Sri Lanka	Marketing of Pharmaceutical products	100	100

I. The Subsidiary companies considered in the Consolidated Financial Statements are:

Sr. No.	Name of Company	Subsidiary / Associates	Country of Incorporation	Proportion (%) of Shareholding Year Ended	
				31st March, 2020	31st March, 2019
1	Davaindia Health Mart Limited	Subsidiary	India	100%	-
2	Zota Healthcare Lanka Private Limited	Subsidiary	Sri Lanka	100%	100%

II.

Sr. No.	Particulars	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)
a.	Zota Health Care Limited (Parent)	100%	6885.09	101%	276.01	100%	12.32	101%	288.33
b.	Subsidiary:								
1	Indian: Davaindia Health Mart Limited	-0.02%	(1.66)	-1%	(1.66)	0.00%	-	-0.58%	(1.66)
2	Foreign: Zota Healthcare Lanka Private Limited	-0.01%	(0.53)	-0.07%	(0.19)	0.01%	*	-0.07%	(0.19)
	Minority interest in all subsidiaries	-	-	-	-	-	-	-	-
	Total	100%	6882.90	100%	274.15	100%	12.32	100%	286.47

* denotes figures less than a lakh

NOTE □ H-02

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

- a. The Consolidated financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the Act) (as amended) and other relevant provisions of the Act.

The Company has incorporated wholly owned subsidiary company in Sri Lanka in the Financial year 2018-19 and in India in the Financial year 2019-20.

- b. Historical cost convention

The Consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that are measured at fair value,
- Share based payments; and
- defined benefit plans - plan assets measured at fair value

1.2 PRINCIPLES OF CONSOLIDATION

- a. The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b. In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and

liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve (FCTR), the net movement of which is included in Other Comprehensive Income (OCI).

- c. The audited / unaudited financial statements of foreign subsidiaries / joint ventures / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.
- d. The differences in accounting policies of the Holding Company and its subsidiaries / associates are not material
- e. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- f. The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.
- g. Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- h. Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

1.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

Signatures to Notes 1 to 22

For and on behalf of the Board

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

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
Ashvin Variya
Company Secretary

Sd/-
Viral Mandviwala
Chief Financial Officer

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

Date: 23/06/2020
Place: Surat

2 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

3 SIGNIFICANT JUDGMENTS AND ESTIMATES

The preparation of the Company's financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amount of assets, liabilities, revenue, expenses, and the accompanying disclosures and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when financial statements were prepared. These estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the year in which the estimates are revised and in any future year affected.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation at the reporting date, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future development however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

The areas involving critical estimates and judgments are:

- - Useful lives of Property, plant and equipment and intangibles [Refer Note No. 1.2 (xiv.)]
- - Measurement of defined benefit obligations [Refer Note No. 1.2 (xix.)]
- - Provision for inventories [Refer Note No. 1.2 (xi.)]
- - Measurement and likelihood of occurrence of provisions and contingencies [Refer Note No. 1.2 (xvii.)]
- - Impairment of trade receivables
- - Deferred Taxes

Note No. H-03

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Non-Current Investments		
Investments in Equity Instruments		
Prime Co-Op. Bank (Non-Trade Investment)	*	*
In Equity Shares of Subsidiary Companies		
Unquoted, fully paid up		
Zota Healthcare Nig. Ltd [1000000 units of Naira 1 each]	1.92	1.97
Other Non-Current Investments		
Axis Bank Fixed Deposit	1379.20	1559.19
Yes Bank Fixed Deposit+	11.34	0.00
Total	1392.46	1561.16

* denotes figures less than a lakh

+ Rs.6 lakhs earmarked against performance bank guarantee

Note No. H-04

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Loans - Non-Current		
(Unsecured and Considered Good)		
Security Deposits	9.48	9.37
Others		
Loan to Employee	18.70	19.93
Total	28.18	29.30

Note No. H-05

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Inventories		
Raw Materials	177.03	223.72
Work-in-Progress	97.80	59.57
Finished Goods	84.34	23.02
Stock-in-Trade (in respect of goods acquired for trading)	2072.62	2836.23
Others		
Promotional, Packing and Stationery Material	102.29	108.70
Total	2534.08	3251.24

Inventories**Mode of Valuation.**

Raw Materials : Valued at Cost.

Finished Goods & WIP : valued at Cost or Net Realisable value whichever is less as per Ind-AS 2.

Stock in Trade (in respect of goods acquired for trading): Valued at Cost .

Other Inventories: Valued at Cost .

Note No. H-06

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Trade Receivables		
(Unsecured and Considered Good)		
Trade Receivables	2913.65	2209.64
Total	2913.65	2209.64

Note No. H-07 (a)

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Cash and Cash Equivalents		
Cash on Hand	1.38	1.79
Cash on Hand-SEZ	0.05	0.35
Total	1.42	2.14

Note No. H-07 (b)

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Other bank balances		
Balance with Banks	82.06	167.28
Total	82.06	167.28

Note No. H-08

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Loans - Current		
(Unsecured and Considered Good)		
Others	318.74	343.81
Total	318.74	343.81

Note No. H-09

Particulars	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Other Current Assets		
Prepaid Expenses	27.73	0.88
Balances with Govt. Authorities	8.31	10.69
Other Receivables	0.45	251.73
Total	36.50	263.30

Note No. H-10

Equity	As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Share Capital :		
Authorised Share Capital		
25000000 Equity Shares of Rs. 10/- each		
(Pre. Yr. 20000000 Equity Shares of Rs. 10/- each)	2500.00	2000.00
Issued, Subscribed and Paid up		
24560327 Equity Shares of Rs. 10/- each		
(Pre. Yr. 17543352 Equity Shares of Rs. 10/- each)	2456.03	1754.34
Total	2456.03	1754.34

A. The reconciliation of number of shares outstanding is set out below:

Authorised Shares	No. of Shares 31st March, 2020	No. of Shares 31st March, 2019
Equity Shares at the beginning of the year	2,00,00,000	2,00,00,000
Addition during the year	50,00,000	-
Equity Shares at the end of the year	2,50,00,000	2,00,00,000

Issued, Subscribed and fully paid	No. of Shares 31st March, 2020	No. of Shares 31st March, 2019
Equity Shares at the beginning of the year	1,75,43,352	1,75,43,352
Addition during the year	70,16,975	-
Equity Shares at the end of the year	2,45,60,327	1,75,43,352

B. Details of shareholders holding more than 5% shares in the Company :

Name	No. of Shares with Sharing Ratio			
	31st March, 2020		31st March, 2019	
	No. of Share	%	No. of Share	%
Manukant C. Zota	2176870	8.86	2268693	12.93
Himanshu M. Zota	3268930	13.31	2319800	13.22
Ketan C. Zota	3045363	12.40	2165974	12.35
Jainam Share Consultants Pvt. Ltd.	904546	3.68	1697995	9.68
Kamlesh R. Zota	1991103	8.11	1412074	8.05
Manisha K. Zota	1443966	5.88	937119	5.34

C. Equity shares movement during 5 years preceding March 31, 2020

94,10,867 Shares were allotted as Bonus Shares in the last five years by capitalisation of Securities Premium.

Note No. H-11

Particulars		As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
OTHER EQUITY			
a.	Securities Premium	2955.30	3657.00
b.	Retained earnings	1471.56	1481.19
	Total	4426.87	5138.19
a.	Securities Premium		
	As per last Balance Sheet	3657.00	3657.00
	Less: On issue of Bonus shares	701.70	0.00
	Closing balance	2955.30	3657.00
b.	Retained earnings		
	Opening balance	1481.19	1566.43
	Profit for the year	274.15	554.84
	Other comprehensive income of the year	12.32	(6.64)
	Final dividend	(245.60)	(526.30)
	Dividend distribution tax	(50.49)	(107.14)
	Closing balance	1471.56	1481.19

Nature and purpose of reserves:**1 Securities premium**

Securities premium is created when shares are issued at premium. This is utilised in accordance with the provisions of the Companies Act, 2013.

Note No. H-12

Particulars		As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Provisions -Non-Current			
	Gratuity Payable	87.47	75.65
	Total	87.47	75.65

Note No. H-13

Particulars		As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Other Current Liabilities			
	Statutory Liabilities	27.02	13.62
	Other Payables	137.07	38.00
	Total	164.10	51.62

Note No. H-14

Particulars		As at 31st March, 2020 (₹ in Lakhs)	As at 31st March, 2019 (₹ in Lakhs)
Provisions - Current			
	Provision for Employee Benefits	88.54	79.08
	Others	107.88	233.49
	Total	196.41	312.57

Note No. H-15

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Revenue From Operations		
Sale of Products	9511.27	8562.94
Total	9511.27	8562.94

Note No. H-16

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Other Incomes		
Interest Income	104.88	140.68
PMRPY Income	4.81	5.66
Export Incentive Licence Income	6.60	0.00
Commission Income	0.00	6.18
Income From Damaged Goods	0.00	0.80
Other Non-Operating Income		
Duty Drawback Income	0.09	0.15
Foreign Exchange Profit/Loss	34.89	0.09
Product Development Charges	0.03	0.92
Total	151.30	154.47

Note No. H-17

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Cost of Materials Consumed:		
Raw Materials		
Inventory at the beginning of the year	283.28	186.28
Add: Purchase Less Return	1295.47	1248.00
	1578.75	1434.28
Less: Inventory at the end of the year	274.83	283.28
Total	1303.92	1151.00

Note No. H-18

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Changes In Inventories Of Stock-In-Trade		
Inventories (at commencement)	2967.96	2241.99
Inventories (at close)	2259.26	2967.96
Total	708.70	(725.97)

Note No. H-19

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Employee Benefit Expenses		
Salaries, Wages and Bouns	423.09	348.72
Director's Remuneration	75.45	87.02
Contribution to Provident Fund and Other Funds	68.24	60.13
Staff Welfare Expenses	467.28	393.32
Total	1034.05	889.19

Note No. H-20

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Finance Costs		
Bank Charges	5.58	1.57
Interest On TDS	0.04	0.14
Interest On Security Deposits	1.32	1.96
Other Interest (CST Interest)	*	*
Total	6.94	3.68

Note No. H-21

Particulars	Year Ended 31st March, 2020 (₹ in Lakhs)	Year Ended 31st March, 2019 (₹ in Lakhs)
Other Expenses		
Direct Expenses		
Freight On Purchases	9.69	8.10
Lab Testing Expenses	10.18	9.18
Lab Chemical Expenses	2.95	4.39
Packing Materials Expenses	36.02	34.41
Insurance on Purchase -Expense	0.00	0.02
Transporation Expense	101.98	116.05
Vat Expenses	0.00	0.00
GST Expenses	3.00	6.86
Power and Fuel Expenses	27.87	24.95
Factory Maintenance Expenses	12.53	10.49
Water Charges	1.86	1.16
Diesel Expense for Boiler	18.77	14.79
	224.84	230.41
Administrartive and General Expenses		
Audit and Consultancy Fees	5.10	5.00
Bad Debts Written Off	0.00	21.83
Clearing and Forwarding Charges	40.11	37.51
Computer Repairs and Maintenance Expenses	7.80	7.29
Professional Fess /Consultancy Charges	238.03	108.27

Cylinder Charges	3.07	3.80
Conferance Expenses	1.04	39.44
Commission Expenses	4.39	22.66
Diesel Expenses	2.61	1.74
Electricity Light Bill Expenses	13.52	14.43
Export Promotion Council - Membership Fees	0.41	0.10
Godown rent	72.64	76.80
Generator on Rent	0.75	0.25
Building Rent	0.00	9.36
Insurance Expenses	15.35	10.13
Legal Expense	21.78	1.57
Lodging and Boarding Expense	15.30	15.01
Market Research/Survey Expenses (DavaIndia)	16.55	-
Membership Fees	0.18	0.12
Administrative and General Expenses		
Municipal Tax	9.19	8.56
Office Equipment Maintenance	4.29	3.49
Office/ Factory Miscellaneous Expense	28.29	34.64
PF Fund Administration Charges	2.06	1.87
Post And Courier Charges	50.13	55.00
Printing and Stationery Expense	8.02	14.63
Product Approval Charges	2.81	3.73
Professional Tax	0.03	0.02
Security service charges	1.49	1.56
Service Charges	1.95	2.42
Shop Maintenance Expense	1.80	1.17
Software Subscription Exp	11.06	2.10
Telephone and Mobile Bill Expense	5.42	6.45
Trademark Expense	5.41	0.05
Travelling Expense	42.60	42.57
Website Renewal Charges	1.18	2.32
Expenditure towards Corporate Social Responsibility (CSR) activities	18.43	19.32
GST Penalty	0.01	0.01
Vatav Kasar	(0.47)	13.45
	661.67	588.67
Selling and Distribution Expenses		
Advertisement Expense	251.89	133.02
Cash and Trade Discount	32.25	39.61
Commission on Sales	146.05	95.79
Exhibition Expenses	2.35	-
Freight on Sales	5.02	7.06
Promotional Expenses	70.81	101.94
Turnover Cash Discount	0.00	0.00
Sales Incentive	0.76	1.66
	509.13	379.09
Total	1395.64	1198.16

* denotes figures lesss than a lakh

NOTE H-22 Other Disclosures

1 Dividend

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Equity shares: Final dividend for the year ended March 31, 2020 - ₹1/- (March 31, 2019 - ₹ 1/-) per fully paid up Equity Share	245.60	175.43

2 Earnings Per Share

Particulars	2019-20	2018-19
Profit for the year (Rupees in Lakhs)	274.15	554.84
Weighted Average No. of Equity Shares	2,45,60,327	2,45,60,327
Nominal value per share (Rupees)	10.00	10.00
Basic and Diluted Earnings per equity share of face value of ₹ 10 each	1.12	2.26

During the reporting period; on July 29,2019 Company has issued 70,16,975 bonus shares in the ratio of 4:10 [i.e' 4 (Four) fully paid up equity shares for every 10 (Ten) equity shares held, post this issue Earning per Share (EPS) for all the reporting period have been restated as per IND-AS 33.

3 Related Party Disclosures

S.No.	NAME	RELATION	AMOUNT (₹ in lakhs)	PAN	NATURE OF TRANSACTION
1	Jatin A. Zota*	Director Relatives	1.80	AACPZ8768Q	Salary
2	Niral M.Zota	Director Relatives	5.40	AABPZ1960H	Salary
3	Viren M. Zota	Director Relatives	5.40	AAEPZ7934J	Salary
4	Himanshu M. Zota	Director	7.50	AABPZ1961G	Commission
5	Kamlesh R. Zota	Director	7.50	AABPZ9457F	Commission
6	Manukant C. Zota	Director	7.50	AAAPZ7965K	Commission
7	Moxesh K. Zota	Director	7.50	AANPZ1370P	Commission
8	Jatin A. Zota	Director Relatives	4.20	AACPZ8768Q	Commission
9	Niral M.Zota	Director Relatives	12.60	AABPZ1960H	Commission
10	Viren M. Zota	Director Relatives	12.60	AAEPZ7934J	Commission
11	Himanshu M. Zota	Director	18.00	AABPZ1961G	Remuneration
12	Kamlesh R. Zota	Director	18.00	AABPZ9457F	Remuneration
13	Manukant C. Zota	Director	18.00	AAAPZ7965K	Remuneration
14	Moxesh K. Zota	Director	18.00	AANPZ1370P	Remuneration
15	Ashvin Bhagavanbhai Variya	Company Secretary	7.14	AQEPV4861E	Salary
16	Viral A. Mandviwala	CFO	5.86	AAAPZ7965K	Salary
17	Heli Ritesh Shah	Director Relatives	1.15	AAIPZ0123H	Salary
18	Mr. Egbunike Okechukwu Abel	Director in Company's OWS, Zota Healthcare Nig. Ltd (Incorporation of the same is under process)	0.70	Foreign resident, NO PAN AVAILABLE	Salary
19	Mr. Ketankumar C. Zota	Non-executive Chairman	0.27	AABPZ9238J	Sitting Fees
20	Mr. Moxesh K. Zota	Executive Managing Director	0.27	AANPZ1370P	Sitting Fees
21	Mr. Himanshu M. Zota	Executive Whole Time Director	0.51	AABPZ1961G	Sitting Fees
22	Mr. Manukant C. Zota	Executive Whole Time Director	0.36	AAAPZ7965K	Sitting Fees
23	Mr. Kamlesh R. Zota	Executive Whole Time Director	0.27	AABPZ9457F	Sitting Fees
24	Mrs. Varshababen Gaurang Mehta	Non-Executive Independent Director	0.51	ABPPM8710R	Sitting Fees
25	Mrs. Bhumi Maulik Doshi	Non-Executive Independent Director	0.39	DQWPD9279M	Sitting Fees
26	Mr. Vitrag Sureshkumar Modi	Non-Executive Independent Director	0.36	ATEPM2221N	Sitting Fees
27	Mr. Dhiren Prafulbhai Shah	Non-Executive Independent Director	0.12	AKUPS9999Q	Sitting Fees
28	Mrs. Jayshreeben Nileshkumar Mehta	Non-Executive Independent Director	0.21	AMSPM9396F	Sitting Fees
29	Mr. Shailesh Sevantilal Shah	Non-Executive Independent Director	0.18	ADRPS1698C	Sitting Fees

*Resigned w.e.f. July 31, 2019.

Other details pertaining to related party transactions are provided in Form no. AOC-2 annexed to the Board's Report.

4 Deferred Tax Liabilities:

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Deferred Tax Liabilities		
Property, plant and equipments, Intangible Assets	26.33	11.47
Sub Total (a)	26.33	11.47
Deferred Tax Assets		
Items allowable for tax purpose on payments/adjustment	(8.46)	0.00
Sub Total (b)	(8.46)	0.00
Total (a-b)	17.87	11.47
Recognised in Statement of Profit & Loss for the year	(6.40)	4.03

5 Fair value measurements

Financial instruments by category

Financial instruments by category	March 31, 2020			March 31, 2019		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments	-	-	1392.46	-	-	1561.16
Trade Receivables	-	-	2913.65	-	-	2209.64
Cash and Cash Equivalents	-	-	1.42	-	-	2.14
Bank balance other than above	-	-	82.06	-	-	167.28
Other Financial Assets	-	-	318.74	-	-	343.81
Total financial assets	-	-	4708.33	-	-	4284.04
Financial liabilities						
Borrowings	-	-	-	-	-	-
Trade Payable	-	-	1499.13	-	-	1616.84
Other Financial Liabilities	-	-	-	-	-	-
Total financial liabilities	-	-	1499.13	-	-	1616.84

Fair value of financial assets and financial liabilities measured at amortised cost.	March 31, 2020		March 31, 2019	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets at amortised cost				
Fixed deposits	1390.53	1390.53	1559.19	1559.19
Financial assets at FVTPL				
Investments in equity instruments (unquoted)#	*	*	*	*
Zota Healthcare Nig. Ltd.	1.92	1.92	1.97	1.97

* denotes figures less than a lakh

For investment in equity instrument made in Prime Co-Op Bank, the cost (i.e. carrying value) represents the best estimate of fair value considering the nature of the investment.

Fair value of financial assets/liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, current loans, other financial assets, trade payables, other financial liabilities are considered to be the same as their fair values, as they are current in nature.

6 Post employment employee benefits plans

Gratuity

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement in terms of provisions of the Payment of Gratuity Act or as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity and the amounts recognised in the Company's financial statements as at the Balance Sheet date:

Actuarial Assumptions

Particulars	Gratuity 2019-20	Gratuity 2018-19
Discount Rate (per annum)	6.80%	7.70%
Expected Rate of Return		
Salary Escalation rate	9.00%	9.00%
Retirement Age	60	60
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Employees attrition rate	5% at younger ages and reducing to 1% at older ages according to graduated scale	5% at younger ages and reducing to 1% at older ages according to graduated scale

Notes:

- 1 Estimates of future salary increase are based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. This assumption has been determined in consultation with the company.
- 2 Discount Rate used for valuing liabilities is based on yields (as on valuation date) of Government Bonds with a tenure similar to the expected working lifetime of the employees.

i) Reconciliation of present value of obligations ('PVO') – defined benefit obligation:

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Liability at the beginning of the period	79.57	49.18
Interest Cost	19.56	3.79
Current Service Cost	8.83	17.38
Employees Contribution	0.00	0.00
Interest Guarantee	0.00	0.00
Benefits Paid	0.00	0.00
Transfer from previous employer's	0.00	0.00
Liability Transfer In	0.00	0.00
Liability Transfer Out	0.00	0.00
Actuarial (gain) / loss on Financial Assumption	0.00	0.00
Actuarial (gain) / loss on Demographic Assumption	0.00	0.00
Actuarial (gain) / loss on Experience	(16.46)	9.22
Liability at the end of the year	91.49	79.57

ii) Amount Recognised in the Balance Sheet

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Present Value of Benefit Obligation on 31-3-2020	91.49	79.57
Fair Value of Plan Assets on 31-3-2020	0.00	0.00
Net Liability / (Asset) recognised in Balance Sheet	91.49	79.57

iii) Expenses Recognised in the Income Statement

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Current Service Cost	8.83	17.38
Interest Cost on benefit obligation (net)	19.56	3.79
Past Service Cost	0.00	0.00
Expected Contribution	0.00	0.00
Gain / Losses on Curtailment and Settlement	0.00	0.00
Net Effect of Change in Foreign Exchange Rates	0.00	0.00
Expenses Recognised	28.38	21.17

iv) Expenses Recognised in Other Comprehensive Income (OCI) for current Period

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Actuarial changes arising from changes in financial assumptions	0.00	0.00
Actuarial changes arising from changes in demographic adjustments	0.00	0.00
Actuarial changes arising from changes in experience adjustments	(16.46)	9.22
Net (Income) / Expense for period	(16.46)	9.22

v) Maturity profile of defined benefit obligations

Projected Benefits Payable in Future Years From the Date of Reporting	31/03/2020 (₹ in Lakhs)	31/03/2019 (₹ in Lakhs)
1st Following Year	4.02	3.92
2nd Following Year	2.17	2.10
3rd Following Year	2.31	2.02
4th Following Year	2.78	2.13
5th Following Year	2.01	2.63
6 to 10 years	38.10	26.04

vi) Sensitivity Analysis Gratuity Plan

Particulars	2019-20 Gratuity (₹ in Lakhs)	2018-19 Gratuity (₹ in Lakhs)
Projected Benefit Obligation on Current Assumptions	91.49	79.57
Delta Effect of +1% Change in Rate of Discounting	78.99	69.35
Delta Effect of -1% Change in Rate of Discounting	106.96	92.12
Delta Effect of +1% Change in Rate of Salary Increase	106.46	91.83
Delta Effect of -1% Change in Rate of Salary Increase	79.12	69.37
Delta Effect of +1% Change in Rate of Employee Turnover	90.24	78.95
Delta Effect of -1% Change in Rate of Employee Turnover	92.85	80.24

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

vii) Risk exposure :

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay- out based on pay as you go basis from own funds.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

7 Income Tax

(a) - Income tax expense

Particulars	31.03.2020 (₹ in Lakhs)	31.03.2019 (₹ in Lakhs)
i. Current tax		
Current tax on profits for the year	103.53	232.43
ii. Deferred tax		
Decrease (increase) in deferred tax assets	(8.46)	0.00
(Decrease) increase in deferred tax liabilities	14.87	(4.03)
Total deferred tax expense / (credit)	6.40	(4.03)
Total Income tax expenses (i + ii) *	6.40	(4.03)
*excludes below tax impact on Other Comprehensive Income		
Tax Benefit / (Expenses) on Actuarial	(4.14)	2.56

(b) - Reconciliation of tax expense and the accounting profit multiplied by tax rate :

Particulars	31.03.2020 (₹ in Lakhs)	31.03.2019 (₹ in Lakhs)
Profit before tax	388.02	785.92
Applicable Tax Rate	25.168%	27.82%
Computed Tax Expense	97.66	218.64
Tax effect of :		
Expenses not deductible for tax purposes	71.47	57.02
Expenses allowed for tax purposes	(63.28)	(40.66)
Deductions allowed	(2.32)	(2.58)
Income Tax Expense	103.53	232.43

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

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

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

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

12 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Principal amount remaining unpaid	205.61	20.44
Interest due thereon remaining unpaid	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-

Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

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

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
As Auditors	5.10	5.00
In other capacities	0.00	0.00
Total	5.10	5.00

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

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Director's Remuneration (includes commission)	105.45	87.02
Total	105.45	87.02

15 Contingent Liabilities

Particulars	31st March, 2020 (₹ in Lakhs)	31st March, 2019 (₹ in Lakhs)
Performance bank guarantee	6.00	0.00
Total	6.00	0.00

16 Operating Segment

Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators of business the segment/s in which the company operates. The Company is primarily engaged in the business of manufacturing and marketing of Pharmaceutical products which the Management and CODM recognise as the sole business segment. Hence, disclosure of segment-wise information is not required and accordingly not provided.

17 The Company is primarily engaged in the business of manufacturing and marketing of Pharmaceutical products. The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' effective 1 April 2018. The company does not enter into contracts with customers and hence, the disclosures regarding Disaggregation of revenue and Performance obligations under Ind AS 115 are not provided.

18 The Company has adopted Ind AS 116 "Leases" effective April, 2019, as notified by the Ministry of Corporate Affairs (MCA) in the Companies (Indian Accounting Standard) Amendment Rules, 2019, using modified retrospective method. Adoption of Ind As 116 does not have any significant impact on the financial results.

19. Financial Risk Management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk.

The Company's financial liabilities comprise of trade payable and other liabilities to manage its operation and financial assets includes trade receivables, security deposit and loans and advances etc. arises from its operation.

The Company has established risk management policies and risk assessment processes to identify and analyse the risks faced by the Company and to reduce the risk to acceptable lower level by setting appropriate risk limits and controls, and to monitor such risks and compliance with the same.

Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the company if a customer / counterparty to a contract fails to meet its contractual obligations, the maximum exposure to the credit risk at the reporting date is carrying value of trade receivables.

Credit risk are managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business.

Trade receivables

The Company have low risk of non-recovery of its receivables as its working on franchise module in which good are sold only to contracted party due to this company does not make any provision for doubtful debt any bad debt arise due to uncontrollable situation are written off at the year end.

Write off policy of company include, indicator that there are no reasonable expectation of recovery and information about the policy for financial assets that are written-off but are still subject to enforcement activity.

The ageing analysis of the receivable (gross of provision) has been considered from the date the invoice falls due.

Particulars	0-180 Days	180 To 365 Days	More Than 365 Days	Total (₹ in lakhs)
Trade Receivables				
31st March, 2020	2,464.70	448.95	-	2913.65
31st March, 2019	1899.33	310.31	-	2209.64

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has Fixed Deposits with bank of Rs.1390.53 lakhs unutilised working capital lines as on March 31, 2020, Rs. 1559.19 lakhs as on March 31, 2019.

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	Less Than 1 Year	1-3 Years	More Than 3 Years	As on 31st March, 2020 (₹ in lakhs)
Trade Payables	1,499.13	--	--	1,499.13

Particulars	Less Than 1 Year	1-3 Years	More Than 3 Years	As on 31st March, 2019 (₹ in lakhs)
Trade Payables	1,616.84	--	--	1,616.84

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

20 These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 23rd June, 2020.

21 COVID19 is significantly impacting business operation of the companies, by way of closure/lockdown of production facilities, interruption in production, supply chain disruption, unavailability of personnel, etc. On 24th March, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till 3rd May, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities. However, as per the different directives issued by the various government authorities, the Company has resumed operations in a phased manner. Falling under essential commodities, the Company's business was not that affected as compared to the overall economy. The Company, as at the date of approval of these financial statements has assessed its liquidity position and expects to fully recover the carrying amount of receivables, investments, intangible assets and other assets. The Company has also evaluated the inventories and found them sufficient to honor future orders. However, if the pandemic situation lasts for a long period then the impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

Signatures to Notes 1 to 22

For and on behalf of the Board

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

Sd/-
Ashvin Variya
Company Secretary

Date: 23/06/2020
Place: Surat

Sd/-
(Managing Director)
Moxesh M. Zota
(Din : 07625219)
8D, Lal Bunglow, Athwalines, Surat

Sd/-
Viral Mandviwala
Chief Financial Officer

For Shivangi Parekh & Co.
Chartered Accountants

Sd/-
CA Shivangi Mehta
Proprietor
M. No. 118936
Firm No. 131449W

M-01 & M03
Property, plant and equipment

Particulars	Land	Buildings	Office Equipments	Furniture & Fixtures	Computers	Total	Capital work-in-progress
For Year Ended March 31, 2019							
Opening Gross Carrying Amount	85.93	268.99	57.71	66.27	65.26	544.16	3.61
Additions	0.00	0.00	43.49	55.24	0.00	98.73	121.03
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00	98.73
Closing Gross Carrying Amount as on 31.03.2019	85.93	268.99	101.20	121.51	65.26	642.90	25.90
Accumulated Depreciation							
Opening Accumulated Depreciation	0.00	46.97	23.16	33.05	46.95	150.13	0.00
Depreciation Charge during the year	0.00	10.96	7.03	8.45	10.92	37.35	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	0.00	57.92	30.19	41.50	57.87	187.48	0.00
Net Carrying Amount As On 31.03.2019	85.93	211.07	71.01	80.01	7.40	455.41	25.90
For Year Ended March 31, 2020							
Opening Gross Carrying Amount	85.93	268.99	101.20	121.51	65.26	642.90	25.90
Additions	2.70	34.38	5.90	16.58	12.52	72.08	
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00	(25.90)
Closing Gross Carrying Amount as on 31.03.2020	88.63	303.37	107.10	138.09	77.78	714.97	0.00
Accumulated Depreciation							
Opening Accumulated Depreciation	0.00	57.92	30.19	41.50	57.87	187.48	0.00
Depreciation Charge during the year	0.00	12.03	17.34	12.02	8.90	50.29	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	0.00	69.96	47.53	53.52	66.76	237.77	0.00
Net Carrying Amount As On 31.03.2020	88.63	233.41	59.57	84.57	11.02	477.20	0.00

(₹ in Lakhs)

M-02

Intangible assets

(₹ in Lakhs)

Particulars	Brands/ Trademarks	Copyrights and Patents	Software	Others	Total	Intangible assets under development
For Year Ended March 31, 2019						
Opening Gross Carrying Amount	280.35	44.44	2.00	185.54	512.33	0.00
Additions	4.16	9.53	8.70	0.00	22.39	129.33
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00
Closing Gross Carrying Amount as on 31.03.2019	284.51	53.97	10.70	185.54	534.72	129.33
Accumulated Depreciation						
Opening Accumulated Depreciation	232.55	25.83	0.25	23.95	282.59	0.00
Depreciation Charge during the year	14.05	6.73	1.29	41.83	63.89	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	246.60	32.56	1.54	65.78	346.48	0.00
Net Carrying Amount As On 31.03.2019	37.91	21.41	9.17	119.76	188.25	129.33
For Year Ended March 31, 2020						
Opening Gross Carrying Amount	284.51	53.97	10.70	185.54	534.72	129.33
Additions	3.38	10.16	8.64	0.00	22.18	(129.33)
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	129.33	129.33	0.00
Closing Gross Carrying Amount as on 31.03.2020	287.88	64.14	19.35	314.87	686.24	0.00
Accumulated Depreciation						
Opening Accumulated Depreciation	246.60	32.56	1.54	65.78	346.48	0.00
Depreciation Charge during the year	10.39	6.78	3.88	40.04	61.09	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	256.99	39.34	5.41	105.82	407.56	0.00
Net Carrying Amount As On 31.03.2020	30.89	24.80	13.94	209.05	278.67	0.00

S-07 (a)

Property, plant and equipment

(₹ in Lakhs)

Particulars	Land	Factory Buildings	Plant & Equipment	Furniture & Fixtures	Electric Accessories	Office Equipment	Computer	TOTAL	Capital work-in progress
For Year Ended March 31, 2019									
Opening Gross Carrying Amount	73.50	135.00	510.26	35.80	37.60	11.71	15.17	819.04	0.00
Additions	0.00	7.02	22.86	8.68	0.18	0.00	0.88	39.63	39.63
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	39.63
Closing Gross Carrying Amount as on 31.03.2019	73.50	142.01	533.12	44.49	37.79	11.71	16.05	858.67	0.00
Accumulated Depreciation									
Opening Accumulated Depreciation	0.00	52.82	351.81	28.52	26.94	11.51	15.01	486.60	0.00
Depreciation Charge during the year	0.00	3.78	30.10	2.03	2.03	0.14	0.10	38.18	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	0.00	56.60	381.91	30.55	28.97	11.65	15.11	524.78	0.00
Net Carrying Amount As On 31.03.2019	73.50	85.42	151.21	13.94	8.81	0.07	0.94	333.89	0.00
For Year Ended March 31, 2020									
Opening Gross Carrying Amount	73.50	142.01	533.12	44.49	37.79	11.71	16.05	858.67	0.00
Additions		3.74	23.37	9.18			0.19	36.48	
Disposals									
Capitalised /Transferred during the year									
Closing Gross Carrying Amount as on 31.03.2020	73.50	145.76	556.49	53.66	37.79	11.71	16.24	895.14	0.00
Accumulated Depreciation									
Opening Accumulated Depreciation	0.00	56.60	381.91	30.55	28.97	11.65	15.11	524.78	0.00
Depreciation Charge during the year		4.74	33.49	3.78	2.06	0.01	0.25	44.33	
Disposals									
Closing Accumulated Depreciation	0.00	61.34	415.39	34.33	31.04	11.66	15.35	569.10	0.00
Net Carrying Amount As On 31.03.2020	73.50	84.42	141.09	19.34	6.75	0.06	0.88	326.04	0.00

S-07 (b)

Intangible assets

(₹ in Lakhs)

Particulars	Brands/ Trademarks	Copyrights and Patents	Software	Others	Total	Intangible assets under development
For Year Ended March 31, 2020						
Opening Gross Carrying Amount	0.00	0.00	0.00	0.00	0.00	0.00
Additions	512.92	0.00	0.00	0.00	512.92	0.00
Disposals	0.00	0.00	0.00	0.00	0.00	0.00
Capitalised /Transferred during the year	0.00	0.00	0.00	0.00	0.00	0.00
Closing Gross Carrying Amount as on 31.03.2020	512.92	0.00	0.00	0.00	512.92	0.00
Accumulated Depreciation						
Opening Accumulated Depreciation	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation Charge during the year	54.04	0.00	0.00	0.00	54.04	0.00
Disposals		0.00	0.00	0.00	0.00	0.00
Closing Accumulated Depreciation	54.04	0.00	0.00	0.00	54.04	0.00
Net Carrying Amount As On 31.03.2020	458.88	0.00	0.00	0.00	458.88	0.00



ZOTA HOUSE

2/896, HIRA MODI STREET, SAGRAMPURA, SURAT, 395002

PHONE: 0261-2331601

WWW.ZOTAHEALTHCARE.COM | INFO@ZOTAHEALTHCARE.COM

CIN: L24231GJ2000PLC038352