

May 30, 2022

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

Dear Sir/ Madam,

Trading Symbol: ZOTA

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019; we, Zota Health Care Limited (“the Company”) are submitting herewith enclosed the Annual Secretarial Compliance Report of the company for the year ended March 31, 2022; issued on May 30, 2022 by Mr. Ranjit Kejriwal, Practicing Company Secretary.

This is for your information and record.

Thanking you,

Yours faithfully,

For Zota Health Care Limited



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



Encl: a/a

Registered Office :

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

Plant :

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



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

Secretarial compliance report of M/s ZOTA HEALTH CARE LIMITED

For the year ended 31.03.2022

To,
The Board of Directors
ZOTA HEALTH CARE LIMITED
CIN: L24231GJ2000PLC038352
Zota House 2/896 Hira Modi Street,
Sagrampura, Surat-395002

Auditor's Responsibility:

Our responsibility is to express an opinion on compliance of these acts, rules, regulations and circulars and maintenance of records based on our audit. We conducted our audit in accordance with the Secretarial Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about compliance of acts, rules, regulations and circulars and maintenance of records.

We further state that due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with standards.

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

I, Ranjit Binod Kejriwal have examined the records of M/s Zota Health Care Limited ("the Company") which comprises:

- (a) All the documents and records made available to us and explanation provided by the Company
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification.

For the financial year ended **31.03.2022** ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued there under; and



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- (b) The Securities Contracts (Regulation) Act, 1956("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"):

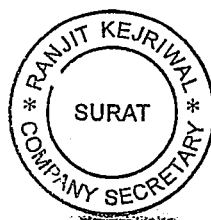
The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 (b) Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018;
 (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;**the regulation is not applicable during the Financial Year 2021-2022**
 (e) SEBI (Share Based Employee Benefits) Regulations, 2014;**the regulation is not applicable during the Financial Year 2021-2022**
 (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **the regulation is not applicable during the Financial Year 2021-2022**
 (g) SEBI (Prohibition of Insider Trading) Regulations, 2015
 and circulars/guidelines issued thereunder;

And based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars /guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 33 and NSE Circular Filings in respect of Financial Result would be required to be filed mandatorily by all listed entities, through XBRL.	The company has filed with delay (Approx 1 Minute) of its Consolidated Financial Result for the year ended on 31.03.2021	During under review Consolidated financial result was uploaded with delay in XBRL Mode. As informed by the company that due to technical problem at site of stock exchange, the result could not uploaded on time.
2	Regulation 44 Submission of Voting Results of Annual General Meeting held on 30.09.2021	The company has filed Corrigendum of its Voting results of Annual General Meeting held on 30.09.2021.	The company has filed voting result of the Annual General Meeting on time. Due to Inadvertent typographical mistake in the resolution



			number 6, the company has wrongly selected Special Resolution instead of Ordinary Resolution. To rectify the mistake revised results were filed.
3	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Mrs. Harsha Ashvinkumar Siriya and Mrs. Nirmalaben A. Shah (Member of Promoter Group) and Mr. Ratilal Govindbhai Harkhani (Plant Manager) has traded in shares during the Trading window closed.	Promoter Group Members and Employee of the company has violated the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, As informed by the company that Company and Compliance Officer have taken proper action and penalized them and also reported to the stock exchange and SEBI. The company has collected a penalty of Rs. 32,756 from the concerned shareholders and same has been deposited in SEBI IPEF Account.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circular/guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoter/directors/material subsidiaries either by SEBI or by stock exchange (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:


Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	NIL	NIL	NIL	NIL



During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114 /2019 dated October 18, 2019.

Place: Surat
Date: 30/05/2022



Signature: 
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116D000426461
PR: 12004GJ424500

This report is to be read with our letter dated 30th May, 2022 which is annexed and forms an integral part of this report.



RANJIT KEJRIWAL

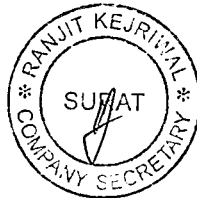
Company Secretaries & Registered Valuer (SFA)


To,
The Board of Directors
ZOTA HEALTH CARE LIMITED
CIN: L24231GJ2000PLC038352
Zota House 2/896 Hira Modi Street,
Sagrampura, Surat-395002

Our report dated 30/05/2022 is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My examination was limited to the verification of SEBI LODR and other SEBI regulations on test basis.
6. The Annual Secretarial Compliance 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: 30/05/2022



Signature: 

Name of PCS: Ranjit Binod Kejriwal

FCS No.: 6116

C P No.: 5985

PR: 12004GJ424500

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