

May 30, 2023

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, 2023

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, 2023; issued on May 29, 2023 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-395002 Ph: +91 261 2331601
Email: info@zotahealthcare.com
Web: www.zotahealthcare.com

CIN: L24231GJ2000PLC038352



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

**Secretarial compliance report of M/s Zota Health Care Limited
For the year ended 31.03.2023**

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, CS 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 fillings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as maybe relevant, which has been relied upon to make this certification.

for the financial year ended **31.03.2023** ("Review Period") in respect of compliance with the provisions of:



Page 1 of 8

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"):

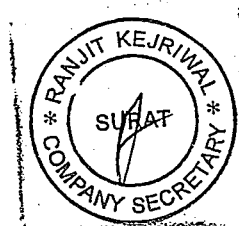
The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the review period)**
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the company during the review period)**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company during the review period)**
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines issued there under;

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/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulation are adopted with the approval of board of director of the listed entities • All the policies are in conformity with SEBI 	Yes	



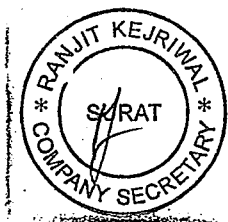
	Regulations and has been reviewed & timely updated as per the regulation/circulars/guidelines issued by SEBI		
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) /section of the website 	Yes	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulation and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Director and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved /ratified / rejected by the Audit committee	Yes NA	All related party transaction were done with prior approval of audit committee.



9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of insider trading) Regulation, 2015	Yes	During the period under review, the company had installed new software and had transferred all the old entries to new software. On the basis of quarterly compliance certificate issued by the Company Secretary all the entries are updated in the software.
11.	<u>Actions taken by SEBI or Stock Exchange(s).if any:</u> No Action taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulation and circulars/guidelines issued there under.	Yes	
12.	<u>Additional Non-compliances, if any:</u> <u>No any additional non-compliance observed for all SEBI regulation /circular/guidance note etc.</u>	Yes	There are no additional non compliances except those which are mentioned below in the table.

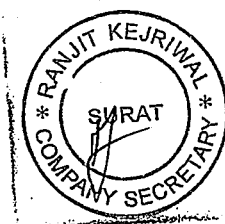
*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(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:-

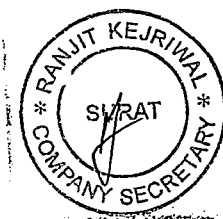


Sr. No	Compliance Requirement (Regulations/circular/guidelines Including specific clause)	Regulations/Circular No.	Deviations	Action Taken by	Type of Action*	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 4	Trading in Shares by Member Promoter Group when Trading window was closed	-	-	Mrs. Manjulaben Prabinbhai Shah (Member of Promoter Group) Buying and selling of shares when Trading window was closed and second violation in respect to Contra-Trade	Rs. 11,728 /- for Both Violations	Promoter Group Member, 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 her and also reported to the stock exchange and SEBI. The company has imposed penalty of Rs. 11,728/- against the concerned shareholder.	Impose penalty and intimate to Stock Exchange for Violation	
2	SEBI (LODR) Regulations, 2015	Regulation 33(3)	Updated financial result for the year ended on 30.09.2022 filed after 45 Days	NSE	Clarification	Some portion of the financial result for the period ended 30.09.2022 was not in searchable format, so updated result filed after 45 days on 20/12/2022	NIL	The company filed updated financial result for the period ended 30.09.2022, after 45 days from the quarter ended on 30.09.2022.	Based on the observation of the NSE vide email dated 19/12/2022, the company has Filed updated Financial Result	

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



Sr. No	Compliance Requirement (Regulations/circular/guidelines Including specific clause)	Regulations/ Circular No.	Deviations	Action Taken by	Type of Action*	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 33	Delay filed Consolidated Financial Result for the year ended on 31.03.2021 (Approx 1 Minute)	-	-	The company has filed with delay (Approx 1 Minute) of its Consolidated Financial Result for the year ended on 31.03.2021	NA	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.	Due to technical problem at site of stock exchange, the result could not upload ed on time	
2	SEBI (LODR) Regulations, 2015	Regulation 44	Filed Corrigendum of its 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.	NA	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.	To rectify the mistake revised results were filed	
3	SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 4	Trading in Shares by Member Promoter Group and Employee when Trading window was	-	-	Mrs. Harsha Ashvinkumar Siriya and Mrs. Nirmalaben A. Shah (Member of Promoter Group) and Mr. Ratilal Govindbhai Harkhani (Plant	Rs. 32,756 from the concerned share holders	Promoter Group Members and Employee of the company has violated the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, As informed by the	Fine paid by Mrs. Harsha Ashvin kumar Siriya and Mrs. Nirmal	

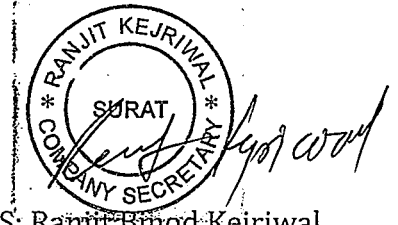


			closed			Manager) has traded in shares during the Trading window closed.		company that Company and Compliance Officer have taken proper action and penalized them and also reported to the stock exchange and SEBI. The company has collected a penalty of Rs. 32,756 from the concerned shareholders and same has been deposited in SEBI IPEF Account.	aben A. Shah (Member of Pormoter Group) and Mr. Ratilal Govind bhai Harkhani (Plant Manager)
--	--	--	--------	--	--	-----------------------------------------------------------------	--	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------

*Advisory/Clarification/Fine/Show Cause Notice /Warning, etc.

- (c) 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.

Date: 29/05/2023
Place: Surat

Signature: 
Name of PCS: Ranjit Bimod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116E000414471
PR No.: 12004GJ424500



This report is to be read with our letter dated 29th May, 2023 which is annexed and forms an integral part of this report.



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

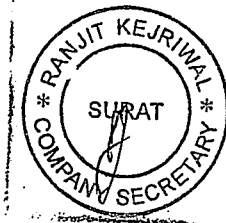
To,

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

Our report dated 29/05/2023 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.

Date: 29/05/2023
Place: Surat



Signature:

Name of PCS: Ranjit Binod Kejriwal

FCS No.: 6116

C P No.: 5985

UDIN: F006116E000414471

PR: 12004GJ424500

Page 8 of 8