

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Zota Health Care Limited**
 2. Quarter ending - **31-March-2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	Ketankumar Chandulal Zota	00822594	C, NED		12-Jul-2000	01-Oct-2016			07-Oct-1966	NA		1	0	0	0	NA	
Mr.	Moxesh ketanbhai Zota	07625219	ED	MD	07-Oct-2016	07-Oct-2016			12-Nov-1990	NA		1	0	0	0	NA	
Mr.	Kamlesh Rajnikant Zota	00822705	ED		12-Jul-2000	01-Apr-2020			17-Jan-1973	NA		1	0	0	0	NA	
Mr.	Himanshu Muktilal Zota	01097722	ED		12-Jul-2000	01-Apr-2020			30-May-1974	NA		1	0	2	0	AC, SC	
Mr.	Manukant Chandulal Zota	02267804	ED		12-Jul-2000	01-Apr-2020			17-Apr-1951	NA		1	0	1	0	SC	

Mrs.	Varshababen Gaurang Mehta	07611561	ID		10-Sep-2016	10-Sep-2016		55	13-Jul-1966	NA		1	1	1	0	AC,NR C
Mrs.	Bhumi Maulik Doshi	08456082	ID		30-May-2019	30-May-2019		22	14-Sep-1994	NA		1	1	1	0	AC
Mr.	Vitrag Sureshkumar Modi	08457204	ID		30-May-2019	30-May-2019		22	21-Jan-1990	NA		1	1	1	1	AC
Mr.	Dhiren Prafulbhai Shah	08536409	ID		21-Sep-2019	21-Sep-2019		19	20-Aug-1972	NA		1	1	0	0	NRC
Mrs.	Jayshreeben Nileshkumar Mehta	08536399	ID		21-Sep-2019	21-Sep-2019		19	27-Oct-1971	NA		1	1	1	1	SC,NR C

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Himanshu Muktilal Zota	ED	Member	26-Jun-2014	
2	Varshababen Gaurang Mehta	ID	Member	10-Sep-2016	
3	Bhumi Maulik Doshi	ID	Member	30-May-2019	
4	Vitrag Sureshkumar Modi	ID	Chairperson	23-Sep-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Jayshreeben Nileshkumar Mehta	ID	Chairperson	23-Sep-2019	
2	Manukant Chandulal Zota	ED	Member	26-Jun-2014	
3	Himanshu Muktilal Zota	ED	Member	26-Jun-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee – Not Applicable

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Jayshreeben Nileshkumar Mehta	ID	Member	23-Sep-2019	
2	Dhiren Prafulbhai Shah	ID	Member	23-Sep-2019	
3	Varshababen Gaurang Mehta	ID	Chairperson	10-Sep-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
11-Nov-2020	10-Feb-2021	Yes	10	5
	09-Mar-2021	Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	11-Nov-2020	10-Feb-2021	Yes	4	3
Stakeholders Relationship Committee		10-Feb-2021	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Based on the approval granted by the Board of Directors the Company, the Audit Committee has given omnibus approval for entering into related party transactions with M/s Davaindia Health Mart Limited, the wholly owned subsidiary of the Company as per details given below: i. Nature and Duration of the transaction: Sale, Purchase or Supply of Goods/ Products/Materials; ii. Validity Period of the transaction: Upto March 31, 2021; iii. Maximum amount of transaction that can be entered into: Rs. 1 crore; iv. The indicative base price: at the same whole sale price at which the Company selling goods/ products to other distributors/ franchisee's.	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Zota Health Care Limited
Designation : Company Secretary & Compliance Officer
Date : April 14, 2021

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://www.zotahealthcare.com/about-us/our-business-2/
Terms and conditions of appointment of independent directors	Yes		http://www.zotahealthcare.com/investorrelations/statutory-documents/
Composition of various committees of board of directors	Yes		http://www.zotahealthcare.com/investorrelations/committees-of-board-of-directors/
Code of conduct of board of directors and senior management personnel	Yes		http://www.zotahealthcare.com/investorrelations/statutory-documents/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.zotahealthcare.com/wp-content/uploads/2019/11/VIGIL_MECHANISM.pdf
Criteria of making payments to non-executive directors	Yes		http://www.zotahealthcare.com/investorrelations/statutory-documents/
Policy on dealing with related party transactions	Yes		http://www.zotahealthcare.com/wp-content/uploads/2019/08/Related_Party_Transactions_Policy.pdf
Policy for determining 'material' subsidiaries	Yes		http://www.zotahealthcare.com/wp-content/uploads/2019/08/Policy_on_Material_Subsiidiary.pdf
Details of familiarization programs imparted to independent directors	Yes		http://www.zotahealthcare.com/wp-content/uploads/2021/03/Familiarization-program-for-IDs.pdf

Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		http://www.zotahealthcare.com/investorrelations/investor-contacts/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		http://www.zotahealthcare.com/investorrelations/investor-contacts/
Financial results	Yes		http://www.zotahealthcare.com/investorrelations/financial-results/
Shareholding pattern	Yes		http://www.zotahealthcare.com/investorrelations/share-holding-pattern/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://www.zotahealthcare.com/announcements-2020-21/
New name and the old name of the listed entity	Not		
Advertisements as per regulation 47 (1)	Yes		http://www.zotahealthcare.com/announcements-2020-21/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.zotahealthcare.com/investorrelations/financial-statements-of-subsiidiary-companies/
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.zotahealthcare.com/
Materiality Policy as per Regulation 30	Yes		http://www.zotahealthcare.com/wp-content/uploads/2020/01/Policy-for-materiality-of-events.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>		Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	

<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Not Applicable	
<i>Policy with respect to Obligations of directors and senior</i>	26(2) & 26(5)	Yes	

Other Information	In terms of exemption granted vide Circular dated March 19, 2020 issued by SEBI bearing Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2020/3 which has been further extended by Circular dated June 26, 2020 bearing Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 and General Circular No. 11/2020 dated March 24, 2020 issued by the MCA, the Company has availed exemption w.r.t. maximum gap of 120 days between two Board and Audit Committee meetings for the Board and Audit Committee meetings held on June 23, 2020.
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **Ashvin Variya**
Designation : **Company Secretary & Compliance Officer**
Date : **April 14, 2021**