

## ANNEXURE I

**Corporate Governance Report**

1. Name of Listed Entity - **Zota Health Care Limited**  
 2. Quarter ending - **30-Sep-2019**

**i. Composition Of Board Of Director**

| Title (Mr./Ms) | Name of the Director      | DIN & PAN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | Date of Birth | 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 | Membership in Committees of the Company | Remarks |
|----------------|---------------------------|-----------|--|--------------|-----------------------------|---------------------|-------------------|--------|---------------|---|--|---|--|---|---------|
| Mr.            | Ketankumar Chandulal Zota | 00822594  | C,NE D   |              | 12-Jul-2000                 | 01-Oct-2016         |                   |        | 07-Oct-1966   | 1   | 0  | 0   | 0  | NA                                      |         |
| Mr.            | Moxesh ketanbhai Zota     | 07625219  | ED   | MD           | 07-Oct-2016                 | 07-Oct-2016         |                   |        | 12-Nov-1990   | 1   | 0  | 0   | 0  | NA                                      |         |
| Mr.            | Kamlesh Rajnikant Zota    | 00822705  | ED   |              | 12-Jul-2000                 | 01-Apr-2015         |                   |        | 17-Jan-1973   | 1   | 0  | 0   | 0  | NA                                      |         |
| Mr.            | Himanshu Muktilal Zota    | 01097722  | ED   |              | 12-Jul-2000                 | 01-Apr-2015         |                   |        | 30-May-1974   | 1   | 0  | 2   | 0  | AC,SC                                   |         |
| Mr.            | Manukant Chandulal Zota   | 02267804  | ED   |              | 12-Jul-2000                 | 01-Apr-2015         |                   |        | 17-Apr-1951   | 1   | 0  | 1   | 0  | SC                                      |         |
| Mrs.           | Varshababen Gaurang Mehta | 07611561  | ID   |              | 10-Sep-2016                 | 10-Sep-2016         |                   | 37     | 13-Jul-1966   | 1   | 1  | 1   | 0  | AC,NR C                                 |         |
| Mrs.           | Bhumi Maulik Doshi        | 08456082  | ID   |              | 30-May-2019                 | 30-May-2019         |                   | 4      | 14-Sep-1994   | 1   | 1  | 1   | 0  | AC                                      |         |
| Mr.            | Vitrag Sureshkumar        | 08457204  | ID   |              | 30-May-2019                 | 30-May-2019         |                   | 4      | 21-Jan-1990   | 1   | 1  | 1   | 1  | AC                                      |         |

|      |                               |          |    |  |             |             |             |    |             |   |   |   |   |        |  |
|------|-------------------------------|----------|----|--|-------------|-------------|-------------|----|-------------|---|---|---|---|--------|--|
|      | Modi                          |          |    |  |             |             |             |    |             |   |   |   |   |        |  |
| Mr.  | Dhiren Prafulbhai Shah        | 08536409 | ID |  | 21-Sep-2019 | 21-Sep-2019 |             | 1  | 20-Aug-1972 | 1 | 1 | 0 | 0 | NRC    |  |
| Mrs. | Jayshreeben Nileshkumar Mehta | 08536399 | ID |  | 21-Sep-2019 | 21-Sep-2019 |             | 1  | 27-Oct-1971 | 1 | 1 | 1 | 1 | SC,NRC |  |
| Mr.  | Shailesh Sevantilal Shah      | 03245881 | ID |  | 14-Aug-2010 | 30-Sep-2014 | 21-Sep-2019 | 60 | 20-May-1957 | 1 | 1 | 0 | 0 | NA     |  |
| Mr.  | Mahesh Mavjibhai Praiapati    | 03245989 | ID |  | 14-Aug-2010 | 30-Sep-2014 | 21-Sep-2019 | 60 | 15-Aug-1986 | 1 | 1 | 0 | 0 | NA     |  |

|   |  |
|---|--|
| Company Remarks                             | During the quarter Mr. Shailesh Sevantilal Shah and Mr. Mahesh Mavjibhai Prajapati were ceased from the Independent Directorship of the Company w.e.f. 21-Sep-2019 |
| Whether Permanent chairperson appointed     | Yes  |
| Whether Chairperson is related to MD or CEO | Yes  |

**ii. Composition of Committees**

**a. Audit Committee**

| Sr. No. | Name of the Director      | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|---------------------------|----------|------------------------|------------------|----------------|
| 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 – N.A.**

| <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> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|

|   |  |
|---|--|
| 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**

| <b>Date(s) of Meeting (if any) in the previous quarter</b> | <b>Date(s) of Meeting (if any) in the relevant quarter</b> | <b>Whether requirement of Quorum met</b> | <b>Number of Directors present</b> | <b>Number of Independent Directors present</b> |
|--|--|--|------------------------------------|--|
| 10-Jun-2019  | 15-Jul-2019  | Yes                                      | 9                                  | 4  |
|  | 29-Jul-2019  | Yes                                      | 9                                  | 4  |
|  | 21-Aug-2019  | Yes                                      | 8                                  | 4  |
|  | 23-Sep-2019  | Yes                                      | 10                                 | 5  |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 34 |

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                     | 30-May-2019  | 17-Aug-2019   | Yes  | 4                           | 3                                       |
| Nomination & Remuneration Committee | 21-May-2019  | 14-Aug-2019   | Yes  | 2                           | 2                                       |
| Nomination & Remuneration Committee |  | 21-Sep-2019   | Yes  | 2                           | 2                                       |

|  |    |
|--|----|
| Company Remarks  |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 78 |

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   | Yes                                  |               |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Not Applicable                       |               |

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:

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**Name** : **Ashvin Variya**  
**Designation** : **Company Secretary**  
**Date** : **October 09, 2019**

**ANNEXURE III****Affirmations**

| <b><i>Broad Heading</i></b>  | <b><i>Regulation Number</i></b>      | <b><i>Compliance Status</i></b> | <b><i>Company Remark</i></b> |
|--|--------------------------------------|---------------------------------|------------------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                             |                              |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                             |                              |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                             |                              |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes                             |                              |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                             |                              |

**Name** : **Ashvin Variya**  
**Designation** : **Company Secretary**  
**Date** : **October 09, 2019**