

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-Mar-2020**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DIN	Cate gory (Cha irper son /Exec utive/ Non- Execu tive/ Indep ende nt/ Nomi nee)	S u b C at e g o r y	Initial Date of Appoin tment	Date of Appoin tment	Dat e of cessa tio n	Ten ure	Date of Birth	Whet her spe cial resolu tion passe d?	Date of passi ng spe cial resolu tion	No. of Direct orshi p in listed entiti es includ ing this listed entity	No of Indep ende nt Direct orshi p in listed entiti es includ ing this listed entity	No of member ships in Audit/ Stakeho lder Committ ee(s) includ ing this listed entity	No of post of Chairpe rson in Audit/ Stakeh older Commit tee held in listed entities includ ing this listed entity	Me mbe rshi p in Com mitt ees of the Com pan y	R e m a r k s
Mr.	Ketankumar Chandulal Zota	0082 2594	C,NE D		12-Jul- 2000	01-Oct- 2016			07-Oct- 1966	NA		1	0	0	0		
Mr.	Moxesh ketanbhai Zota	0762 5219	ED	MD	07-Oct- 2016	07-Oct- 2016			12-Nov- 1990	NA		1	0	0	0		
Mr.	Kamlesh Rajnikant Zota	0082 2705	ED		12-Jul- 2000	01-Apr- 2015			17-Jan- 1973	NA		1	0	0	0		
Mr.	Himanshu Muktilal Zota	0109 7722	ED		12-Jul- 2000	01-Apr- 2015			30-May- 1974	NA		1	0	2	0	AC,SC	
Mr.	Manukant Chandulal Zota	0226 7804	ED		12-Jul- 2000	01-Apr- 2015			17-Apr- 1951	NA		1	0	1	0	SC	
Mrs.	Varshababen Gaurang Mehta	0761 1561	ID		10-Sep- 2016	10-Sep- 2016		43	13-Jul- 1966	NA		1	1	1	0	AC,NR C	
Mrs	Bhumi Maulik	0845	ID		30-May-	30-May-		10	14-Sep-	NA		1	1	1	0	AC	

.	Doshi	6082			2019	2019			1994								
Mr.	Vitrag Sureshkumar Modi	0845 7204	ID		30-May-2019	30-May-2019		10	21-Jan-1990	NA		1	1	1	1		AC
Mr.	Dhiren Prafulbhai Shah	0853 6409	ID		21-Sep-2019	21-Sep-2019		7	20-Aug-1972	NA		1	1	0	0		NRC
Mrs	Jayshreeben Nileshkumar Mehta	0853 6399	ID		21-Sep-2019	21-Sep-2019		7	27-Oct-1971	NA		1	1	1	1		SC,NRC

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: 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	Varshabahaen 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
14-Nov-2019	07-Feb-2020	Yes	9	5
03-Dec-2019		Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	65

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	14-Nov-2019	07-Feb-2020	Yes	4	3
Stakeholders Relationship Committee		08-Jan-2020	Yes	3	1
Stakeholders Relationship Committee		16-Mar-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	84

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
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	
--	--

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 : **Ashvin Variya**
Designation : **Company Secretary & Compliance Officer**
Date : **May 08, 2020**

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		www.zotahealthcare.com
Terms and conditions of appointment of independent directors	Yes		www.zotahealthcare.com
Composition of various committees of board of directors	Yes		www.zotahealthcare.com
Code of conduct of board of directors and senior management personnel	Yes		www.zotahealthcare.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zotahealthcare.com
Criteria of making payments to non-executive directors	Yes		www.zotahealthcare.com
Policy on dealing with related party transactions	Yes		www.zotahealthcare.com
Policy for determining 'material' subsidiaries	Yes		www.zotahealthcare.com
Details of familiarization programs imparted to independent directors	Yes		www.zotahealthcare.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.zotahealthcare.com
Contact information of the designated officials of the listed entity who are responsible	Yes		www.zotahealthcare.com
Financial results	Yes		www.zotahealthcare.com
Shareholding pattern	Yes		www.zotahealthcare.com
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	Yes		www.zotahealthcare.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.zotahealthcare.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect	Yes		www.zotahealthcare.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.zotahealthcare.com
Materiality Policy as per Regulation 30	Yes		www.zotahealthcare.com
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		www.zotahealthcare.com

II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company
<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 meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	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)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</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 personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
--------------------------	--

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**

Other Information	
--------------------------	--

Name : **Ashvin Variya**
Designation : **Company Secretary & Compliance Officer**
Date : **May 08, 2020**