

ANNEXURE I

Corporate Governance

General information about company	
Scrip Code	000000
NSE Symbol	ZOTA
MSEI Symbol	NOTLISTED
ISIN	INE358U01012
Name of the entity	Zota Health Care Limited
Date of start of financial year	01-APR-2023
Date of end of financial year	31-MAR-2024
Reporting Quarter	Yearly
Date of Report	31-Mar-2024
Risk management committee	Applicable

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 the director is disqualified?	Start date of disqualification	End date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of resignation	No. of Directorships in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorships in listed entities including this listed entity [in reference to regulation 17A (1)]	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
Mr.	Ketankumar Chandulal Zota	00822594	C,NED		12-Jul-2000	01-Oct-2016			07-Oct-1966	No					NA		1	0	0	0	NA
Mr.	Moxesh ketanbhai Zota	07625219	ED	MD	07-Oct-2016	07-Oct-2021			12-Nov-1990	No					NA		1	0	0	0	NA
Mr.	Kamlesh Rajanikant Zota	00822705	ED		12-Jul-2000	01-Apr-2020			17-Jan-1973	No					NA		1	0	0	0	NA
Mr.	Himanshu Muktilal Zota	01097722	ED		12-Jul-2000	01-Apr-2020			30-May-1974	No					NA		1	0	2	0	AC,SC
Mr.	Manukant Chandulal Zota	02267804	ED		12-Jul-2000	01-Apr-2020	31-03-2024		17-Apr-1951	No					NA		1	0	1	0	SC
Mrs.	Varshababen Gaurang Mehta	07611561	ID		10-Sep-2016	10-Sep-2021		91	13-Jul-1966	No					NA		1	1	1	0	AC,NRC
Mrs.	Bhumi Maulik Doshi	08456082	ID		30-May-2019	30-May-2019		58	14-Sep-1994	No					NA		1	1	1	0	AC
Mr.	Vitrag Sureshkumar Modi	08457204	ID		30-May-2019	30-May-2019		58	21-Jan-1990	No					NA		1	1	1	1	AC
Mr.	Dhiren Prafulbhai Shah	08536409	ID		21-Sep-2019	21-Sep-2019		55	20-Aug-1972	No					NA		1	1	0	0	NRC

Mrs.	Jayshreeben Nileshkumar Mehta	08536399	ID		21-Sep-2019	21-Sep-2019		55	27-Oct-1971	No					NA		1	1	1	1		SC,NRC
Mr.	Laxmi Kant Sharma	10266796	ED		26-08-2023	26-08-2023			15-Oct-1975	No					NA		1	0	0	0		
Mr.	Dhaval Chandubhai Patwa	10283028	ID		26-08-2023	26-08-2023		7	13-May-1990	No					NA		1	1	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07611561	Varshababen Gaurang Mehta	Non-Executive - Independent Director	Member	10-Sep-2016		
2	08456082	Bhumi Maulik Doshi	Non-Executive - Independent Director	Member	30-May-2019		
3	01097722	Himanshu Muktilal Zota	Executive Director	Member	26-Jun-2014		
4	08457204	Vitrag Sureshkumar Modi	Non-Executive - Independent Director	Chairperson	23-Sep-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08536399	Jayshreeben Nileshkumar Mehta	Non-Executive - Independent Director	Member	23-Sep-2019		
2	08536409	Dhiren Prafulbhai Shah	Non-Executive - Independent Director	Member	23-Sep-2019		
3	07611561	Varshababen Gaurang Mehta	Non-Executive - Independent Director	Chairperson	10-Sep-2016		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08536399	Jayshreeben Nileshkumar Mehta	Non-Executive - Independent Director	Chairperson	23-Sep-2019		
2	02267804	Manukant Chandulal Zota	Executive Director	Member	26-Jun-2014	31-Mar-2024	
3	01097722	Himanshu Muktilal Zota	Executive Director	Member	26-Jun-2014		

Annexure 1							
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III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-Nov-2023			true	12	12	6
2	09-Dec-2023	28		true	12	12	6
3	27-Dec-2023	17		true	12	12	6
4	08-Feb-2024	42		true	12	12	6
5	04-Mar-2024	24		true	12	12	6
6	30-Mar-2024	25		true	12	12	6

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-Nov-2023				true	4	4	3	0
2	Audit Committee	08-Feb-2024	89			true	4	4	3	0
3	Audit Committee	30-Mar-2024	50			true	4	4	3	0
4	Nomination and remuneration committee	25-Mar-2024				true	3	3	3	0
5	Stakeholders Relationship Committee	26-Mar-2024	0			true	3	3	1	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions	During the quarter, consequent to the prior approval of Audit Committee, and subject to members approval; the Board of the Company has approved material related party transaction to be entered with Mr. Viren Manukant Zota i.e Appointment of Mr. Viren Manukant Zota as an additional director to be designated as Whole- Time Director of the Company and fixing remuneration of Rs. 3.5 lakh per month + commission of 0.1% of annual turnover. During the quarter, consequent to the prior approval of Audit Committee, the Board of the Company has approved related party transaction to be entered with Dr. Sujit Paul, Chief Executive Officer of the Company i.e for revision in salary of Dr. Sujit Paul, Chief Executive Officer of the Company, at Basic remuneration of Rs. 2.28 crore per annum, commission of 0.1% of annual consolidated turnover, performance linked commission upto Rs. 20 lakh per annum and 2(two) fully paid up International tour of which cost not exceeding Rs 25 lakhs per tour.
Disclosure of notes of material transaction with related party	

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Sr	Date of the event	Brief details of the event
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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9 Any comments/observations/advice of Board of Directors may be mentioned here:

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Ashvin Variya
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.zotahealthcare.com/about-us/our-business-2/
2	Terms and conditions of appointment of independent directors	Yes		www.zotahealthcare.com/wp-content/uploads/2019/08/Terms_and_Conditions_of_Appointment_of_Independent_Director.pdf
3	Composition of various committees of board of directors	Yes		www.zotahealthcare.com/investorrelations/committees-of-board-of-directors/

4	Code of conduct of board of directors and senior management personnel	Yes		www.zotahealthcare.com/wp-content/uploads/2020/05/Code-of-Conduct-for-Board-Members-Senior-Management-Personnel.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.zotahealthcare.com/wp-content/uploads/2019/11/VIGIL_MECHANISM.pdf
6	Criteria of making payments to non-executive directors	Yes		www.zotahealthcare.com/wp-content/uploads/2019/08/Policy_on_Appointment_and_Remuneration_for_Directors_Key_Manegerial_Personnel_and_Senior_Management_Employee.pdf
7	Policy on dealing with related party transactions	Yes		www.zotahealthcare.com/wp-content/uploads/2022/02/Policy-on-Related-Party-Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		www.zotahealthcare.com/wp-content/uploads/2019/08/Policy_on_Material_Subsiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.zotahealthcare.com/wp-content/uploads/2024/04/Familiarization-program-for-IDs_23-24.pdf
10	Email address for grievance redressal and other relevant details	Yes		www.zotahealthcare.com/investorrelations/investor-contacts/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.zotahealthcare.com/investorrelations/investor-contacts/
12	Financial results	Yes		www.zotahealthcare.com/investorrelations/financial-results/
13	Shareholding pattern	Yes		www.zotahealthcare.com/investorrelations/share-holding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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		www.zotahealthcare.com/announcements-2023-24/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.zotahealthcare.com/announcements-2023-24/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.zotahealthcare.com/investorrelations/financial-statements-of-subsiary-companies/
20	Secretarial Compliance Report	Yes		www.zotahealthcare.com/announcements-2023-24/
21	Materiality Policy as per Regulation 30(4)	Yes		www.zotahealthcare.com/wp-content/uploads/2024/03/Materiality-Policy_V3.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.zotahealthcare.com/investorrelations/investor-contacts/
23	Disclosures under regulation 30(8)	Yes		www.zotahealthcare.com/wp-content/uploads/2019/08/Web_Archival_Policy.pdf
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.zotahealthcare.com/announcements-2023-24/
25	Dividend distribution policy as specified in regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.zotahealthcare.com/annual-reports-notice-of-agm-egm/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.zotahealthcare.com

28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		www.zotahealthcare.com
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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5) ,(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	

35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided - Add Notes			Textual Information(1)	

Text Block		
Textual Information(1)	Company has obtained D&O policy voluntarily.	

Annexure II		
1	Name of signatory	MVPL
2	Designation	CEO

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Additional Half yearly Disclosure	
Applicability of disclosure	Applicable
Reason for Non Applicability	During the quarter, pursuant to recommendation and prior approval of Audit Committee and Board the members of the Company have approved following material related party transactions: Approve the following material related party transactions with following: a) continuing the existing related

	party transaction(s) with respect to payment of remuneration and/or salary entered with Mr. Kamlesh Rajanikant Zota, Mr. Himanshu Muktilal Zota and Mr. Manukant Chandulal Zota, the Whole-time Directors of the Company, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Niral Muktilal Zota and Mr. Viren Manukant Zota, Senior Marketing Managers of the Company, as detailed below w.e.f. October 01, 2023 (i) with Mr. Himanshu Muktilal Zota, Whole- Time Director of the Company, Mr. Kamlesh Rajanikant Zota, Whole- Time Director of the Company, Mr. Moxesh Ketanbhai Zota, Managing Director of the Company from existing Rs. 1,50,000/- per month and commission of 0.1% of annual turnover of the Company to Rs. 3,50,000 lakh per month and Commission on sales, 0.1% of annual turnover with effect from October 1, 2023 for the remaining period of their present term of appointment		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the	Yes		

listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name	Viral Mandviwala		
Designation	CFO		
Place	Surat		
Date	20-Apr-2024		