

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Not Applicable

Composition of Board of Directors

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 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 passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision 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.	Viren Manukant Zota	08656333	ED		12-Jul-2000	01-Apr-2024	30-05-1984	No					NA		1	0	1	0	SC
Mrs.	Varshabahen Gaurang Mehta	07611561	ID		10-Sep-2016	10-Sep-2021	13-Jul-1966	No					NA		1	1	1	0	AC,NRC
Mrs.	Bhumi Maulik Doshi	08456082	ID		30-May-2019	30-May-2019	14-Sep-1994	No					NA		1	1	1	0	AC
Mr.	Vitrag Sureshkumar Modi	08457204	ID		30-May-2019	30-May-2019	21-Jan-1990	No					NA		1	1	1	1	AC
Mr.	Dhiren Prafulbhai Shah	08536409	ID		21-Sep-2019	21-Sep-2019	20-Aug-1972	No					NA		1	1	0	0	NRC
Mrs.	Jayshreeben Nileshkumar Mehta	08536399	ID		21-Sep-2019	21-Sep-2019	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	13-May-1990	No					NA		1	1	0	0	

Note	Mr. Vitrag Sureshkumar Modi and Mrs. Bhumi Maulik Doshi, Non- Executive Independent Directors of the Company have been re- appointed as Non- Executive Independent Directors of the Company for the second or subsequent term of five consequent years starting from May 30, 2024 to May 29, 2029 by Board of directors of the Company in their meeting held on May 29, 2024 subject to members approval in their meeting to be held within three months from the date of appointment.
------	--

Not	Under Stakeholders Relationship Committee (SRC), pursuant to resignation of Mr. Manukant Chandulal Zota, Whole- Time Director of the Company, who was also a member of SRC, the SRC of the Board Of Directors of the Company has been reconstituted with the present composition.
-----	---

<i>Audit Committee Details</i>							
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	10-09-2016		
2	08456082	Bhumi Maulik Doshi	Non-Executive - Independent Director	Member	30-05-2019		
3	01097722	Himanshu Muktilal Zota	Executive Director	Member	26-06-2014		
4	08457204	Vitrag Sureshkumar Modi	Non-Executive - Independent Director	Chairperson	23-09-2019		

<i>Nomination and remuneration committee</i>							
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	23-09-2019		
2	08536409	Dhiren Prafulbhai Shah	Non-Executive - Independent Director	Member	23-09-2019		
3	07611561	Varshababen Gaurang Mehta	Non-Executive - Independent Director	Chairperson	10-09-2016		

<i>Stakeholders Relationship Committee</i>							
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	23-09-2019		
2	08656333	Viren Manukant Zota	Executive Director	Member	29-05-2024		
3	01097722	Himanshu Muktilal Zota	Executive Director	Member	26-06-2014		

<i>Risk Management Committee – Not Applicable</i>							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<i>Corporate Social Responsibility Committee</i>							
Whether the Corporate Social Responsibility 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	01097722	Himanshu Muktilal Zota	Executive Director	Chairperson	26-09-2015		
2	00822594	Ketankumar Chandulal Zota	Non-Executive - Non Independent Director	Member	26-09-2015		
3	07611561	Varshababen Gaurang Mehta	Non-Executive - Independent Director	Member	10-09-2016		

Annexure 1

<i>Annexure 1</i>								
<i>III. Meeting of Board of Directors</i>								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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	08-02-2024				Yes	12	12	6

2	04-03-2024		24		Yes	12	12	6
3	30-03-2024		25		Yes	12	12	6
4		06-04-2024	6		Yes	12	12	6
5		22-05-2024	45		Yes	12	12	6
6		29-05-2024	6		Yes	12	12	6
7		18-06-2024	19		Yes	12	12	6
8		29-06-2024	10		Yes	12	12	6

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Disclosure of notes on meeting of committees explanatory				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)
			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)				
1	Audit Committee	08-02-2024				Yes	4	4	3	0
2	Audit Committee	30-03-2024	50			Yes	4	4	3	0
3	Audit Committee	29-05-2024	59			Yes	4	4	3	0
4	Nomination and remuneration committee	25-03-2024				Yes	3	3	3	0
5	Nomination and remuneration committee	06-05-2024	41			Yes	3	3	3	0
6	Nomination and remuneration committee	22-05-2024	15			Yes	3	3	3	0
7	Stakeholders Relationship Committee	26-03-2024				Yes	3	3	1	0
8	Corporate Social Responsibility Committee	18-05-2024	52			Yes	3	3	1	0
9	Corporate Social Responsibility Committee	18-06-2024	30			Yes	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	Yes	
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			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

Details of Related Party Transaction which are being prior approved by the Audit Committee	During the quarter the Audit Committee has approved following related party transactions: 1) 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, 2025; iii. Maximum amount of transaction that can be entered into Rs. 200 crores; iv. The indicative base price at the same whole sale price at which the Company selling goods/ products to other distributors/ franchisees.
Details of Material Related Party Transaction	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: 1) Approve the following material related party transactions with following: a) continuing the existing related party transaction(s) entered with all related parties as approved by the members of the Company in 23rd Annual General Meeting dated September 29, 2023; b) approve the related party transaction i.e. entering into and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier transactions or an independent transaction(s) or otherwise, entered with Mr. Viren Manukant Zota, i.e. appointed Mr. Viren Manukant Zota as an additional director to be designated as the Whole-time Director of the Company at remuneration of Rs. 3,50,000/- per month and commission of 0.1% of the annual turnover of the Company.

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)	NA
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

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

Signatory Details	
Name of signatory	Ashvin Variya
Designation of person	Company Secretary and Compliance Officer
Place	Surat
Date	20-07-2024