

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	30-09-2024
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 proviso 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.	Viren Manukant Zota	08656333	ED		12-Jul-2000	01-Apr-2024	30-05-1984	No					NA		1	0	1	0	SC
Mrs.	Varshababen 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	

<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		

<i>Annexure 1</i>								
<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	06-04-2024				Yes	12	12	6
2	22-05-2024		45		Yes	12	12	6
3	29-05-2024		6		Yes	12	12	6
4	18-06-2024		19		Yes	12	12	6
5	29-06-2024		10		Yes	12	12	6
6		09-07-2024	9		Yes	12	12	6
7		26-07-2024	16		Yes	12	12	6
8		14-08-2024	18		Yes	12	12	6
9		04-09-2024	20		Yes	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	29-05-2024				Yes	4	4	3	0
2	Audit Committee	14-08-2024	76			Yes	4	4	3	0
3	Audit Committee	04-09-2024	20			Yes	4	4	3	0
4	Nomination and remuneration committee	06-05-2024				Yes	3	3	3	0
5	Nomination and remuneration committee	22-05-2024	15			Yes	3	3	3	0
6	Nomination and remuneration committee	05-08-2024	74			Yes	3	3	3	0
7	Corporate Social Responsibility Committee	18-05-2024				Yes	3	3	1	0
8	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	All the related party transactions have been entered after taking prior approval of independent directors of audit committee and subsequently by board, wherever applicable.
Details of Material Related Party Transaction	<p>During the quarter, pursuant to recommendation and prior approval of Audit Committee and Board the members of the Company in 24th Annual General Meeting of the members of the Company held on September 28, 2024 have approved following material related party transactions:</p> <p>1) Approve the following material related party transactions with following:</p> <p>a) continuing the existing material related party transaction(s)</p> <p>i. entered with Mr. Moxesh Ketanbhai Zota, Managing Director of the Company, Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota, Whole- Time Directors of the Company and Mr. Niral Muktilal Zota, Senior Marketing Manager of the Company as approved by the members of the Company in 23rd Annual General Meeting dated September 29, 2023 and</p> <p>ii. entered with Mr. Viren Manukant Zota, Whole- Time Director of the Company as approved by the members through Postal Ballot dated June 27, 2024 ;</p> <p>b) to approve the related party transactions to be entered with respect to re-appointing Mr. Himanshu Muktilal Zota and Mr. Kamlesh Rajanikant Zota as Whole-Time Directors of the Company and payment of remuneration, of Rs. 3,50,000/- per month and commission of 0.1% of the annual turnover of the Company.</p>

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

Annexure 1		
Sr	Subject	Compliance status

1	Name of signatory	Ashvin Variya
2	Designation	Company Secretary and Compliance Officer

Annexure III			
III. Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III		
1	Name of signatory	Ashvin Variya
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Applicable	
Reason for Non Applicability	Textual Information(1)	
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	Guarantee	65600000	65600000
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			Textual Information(2)
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 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.		Yes	Textual Information(3)
Name	Viral Mandviwala		
Designation	CFO		
Place	Surat		
Date	19-10-2024		

Text Block	
Textual Information(3)	Note: 1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt; a) by the listed entity to its employees, directors or KMPs as a part of the service conditions

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
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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Signatory Details	
Name of signatory	Ashvin Variya
Designation of person	Company Secretary and Compliance Officer
Place	Surat
Date	19-10-2024