zota®
healthcare ltd.

June 23, 2020

To,
The Manager
Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir/Madam,

Trading Symbol: ZOTA

Sub: Intimation regarding amending Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code")

With Reference to the captioned subject, we would like to inform you that the Board of Directors of the Company in its meeting held on Tuesday, June 23, 2020 has amended the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code").

The amended code is attached herewith for your ready reference.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Zota Health Care Limited**

ZOTA HEALTHCARE LTD.

Ashvin Variya
(Company Secretary & Compliance Officer)
Place: Surat
Encl: a/a

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Email: info@zotahealthcare.com
Web : www.zotahealthcare.com
CIN : L24231GJ2000PLC038352

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Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading By Insiders

And

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Zota Health Care Limited

Effective from 10th September, 2016
Amended on 23rd June, 2020

INTRODUCTION:

Insider trading means dealing in Securities of a company by its Directors, Employees or other Insiders based on unpublished Price Sensitive Information. Such dealing by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same were made applicable to all companies whose shares were listed on Indian Stock Exchanges.

This Code has been designed to fulfill the responsibility cast on the Company by the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. (herein after referred to as "the regulations").

The New Code of Conduct for Prevention of Insider Trading (hereinafter referred to as "the Code") is being introduced to replace the earlier Code of Conduct for Prevention of Insider Trading, (effective 15th May, 2015) to enhance the standards of governance and to take into account certain changes in the organization structure.

Regulation 3 of the Regulations, which prohibits insider trading is quoted below:

"No Insider shall -

(i) either on his own behalf or on behalf of any other person, deal in securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information;

Or

(ii) communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

1. DEFINITIONS AS USED IN THIS CODE:

1.1 "Act" means the Securities and Exchange Board of India Act, **1992.**

1.2 "Board" means Board of Directors of the Company.

1.3 "Code" or **"Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Zota Health Care Limited as amended from time to time.

1.4 "Company" means Zota Health Care Limited.

1.5 "Compliance Officer" means any senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

1.6 "Connected Person" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

(a) An immediate relative of connected persons specified in clause (i); or
(b) A holding company or associate company or subsidiary company; or
(c) An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
(d) An investment company, trustee company, asset management company or an employee or director thereof; or
(e) An official of a stock exchange or of clearing house or corporation; or

(f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) A member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) An official or an employee of a self-regulatory organization recognized or authorized by the Board; or

(i) A banker of the Company; or

(j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 **"Dealing(s) in securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company by any person either as principal or agent or whether singly or jointly with any other person.

1.8 **"Dependent Family Member"** shall mean the spouse, dependent parents, dependent children or any other person who is financially dependent upon the employee.

1.9 **"Designated Employee(s)"** shall include :

a) Every employee in the grade of Assistant General Managers and above;
b) Every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
c) Any other employee as may be determined and informed by the Compliance Officer from time to time.

1.10 **"Director"** means a member of the Board of Directors of the Company.

1.11 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.

1.12 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

1.13 **"Identified Account"** means any security account related or controlled by an Insider including: -

a) Personal accounts of Insiders
b) Accounts held by or for the benefit of dependent family member of Insider.

These requirements do not apply to accounts in which the Insiders have been determined to have only a verifiable arm's length beneficial interest, such as certain trusts, provided that the Insiders do not influence or control investment policy or decisions of such accounts in any way, whether directly or indirectly.

1.14 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

1.15 **"Insiders"** : Insiders will include the following employees / officers

a) All members of the Board of Directors
b) Business Heads
c) Members of Business Leadership Teams,
d) All Associate Vice-Presidents and above,
e) All employees in offices of Executive Director and secretarial.
f) Dependent family members of the aforesaid persons.

1.16 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013

1.17 **"Officer"** It includes any Director, Manager, or Secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

1.18 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

1.19 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

1.20 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund this includes:
(i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature,
(ii) put, call or any other option on the Company's Securities even though they are not issued by the Company,
(iii) futures, derivatives and hybrids, and
(iv) such other instruments recognized as securities and issued by the Company from time-to-time

1.21 **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relative's s are collectively referred to as Specified Persons.

1.22 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.23 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly

1.24 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

1.25 **"Unpublished Price Sensitive Information"** means any information, Relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

a. Financial results;
b. Dividends;
c. Change in capital structure;
d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
e. Changes in key managerial personnel; and
f. Material events in accordance with the listing agreement

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or SEBI Act, 1992 or the Companies Act, 2013. For details please visit SEBI website www.sebi.gov.in

2. ROLE OF COMPLIANCE OFFICER

2.1 Mr. Ashvin Variya, Company Secretary of the Company shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

2.2 He shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

3. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

Designated Employees, Directors, Officers shall maintain the confidentiality of all Price Sensitive Information. Employees/ directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

3.1 Need to Know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

3.2 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

4. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Employees and connected persons designated on the basis of their functional role **("designated persons")** in the Company shall be governed by an internal code of conduct governing dealing in securities.

4.1 **Trading Plan**

An insider shall be entitle to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

4.2 **Trading Plan shall:**

i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

iii. entail trading for a period of not less than twelve months;

iv. not entail overlap of any period for which another trading plan is already in existence;

v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

vi. not entail trading in securities for market abuse.

4.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

4.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5. TRADING RESTRICTIONS

All directors / officers and designated employees of the company shall be subject to trading restrictions as enumerated below:-

5.1 Trading Window

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished price sensitive information.

During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities. The Directors, Officers and Designated Employees of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

5.2 Trading Window and Window Closure:

(i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.

(ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.

(iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

(iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

The trading window shall be, inter alia, closed at the time of:-

- Declaration of Financial results (quarterly, half-yearly and annual)
- Declaration of dividends (interim and final)
- Issue of securities by way of public/ rights/ bonus, etc.
- Any major expansion plans or execution of new projects
- Amalgamation, mergers, takeovers and buy-back
- Disposal of whole or substantially whole of the undertaking
- Any changes in policies, plans or operations of the Company disruption of operations due to natural calamities;
- Commencement of any new commercial production/commercial operations where the contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year;
- Developments with respect to changes in pricing / realization on goods and services arising out of changes in government policy;
- Litigation/dispute with a material impact;
- Revision of credit ratings assigned to any debt or equity instrument of the Company;
- Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

5.3 The period of closure shall be effective from the date of circulation of agenda papers pertaining to the subject referred above, upto 24 hours after the information is submitted to the Stock Exchange.

5.4 The trading window shall be opened 48 hours after the information referred in 5.2 is made public.

5.5 All Directors, Officers, Designated Employees of the company shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited

6. PRE CLEARANCE OF TRADES

All Directors, Officers, Designated Employees of the Company who intend to deal in the securities of the Company during free period in excess of 500 Shares or up to Rs. 5 Lakhs (Market Value), whichever is less shall pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Company Secretary is authorized to change the number of Securities from time to time.

6.1 Pre-dealing Procedure

6.1.1 An application for pre-clearance of trade may be made in Annexure I to the Compliance Officer along with an undertaking (UT) (Annexure II) in favour of the Company by such Designated Employee, Director, Officer incorporating, inter alia, the following clauses, as may be applicable:

a) That the employee/ director/ officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

b) That in case the Designated Employee, Director, Officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance officer of the change in his position and that he or she would completely refrain from dealing in the securities of the company till the time such information becomes public in the securities of the Company till the time such information becomes public.

c) That he or she has not contravened the code of Conduct for prevention of insider trading as notified by the Company from time to time.

d) That he or she has made a full and true disclosure in the matter.

6.1.2 The Compliance Officer shall on receiving an application provide the Director, Officer, and Designated Employee with an acknowledgement on the duplicate of the application.

6.1.3 The Compliance Officer shall grant approval (Annexure III) within 2 days from the date of acknowledgement.

6.1.4 The Compliance Officer shall retain copies of all applications and acknowledgements.

6.2 **Other Restrictions:**

6.2.1 All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Persons shall file within 2 (two) days of the execution of the deed, the details of such deal with the Compliance Officer in the prescribed form. (Annexure IV). If the order is not executed within one week after the approval is given, the Specified Persons must pre clear the transaction again.

6.2.2 All Directors, Officers, Designated Employees shall not execute any contra trade within a period of six months from the date of trading in Company's securities.

6.2.3 In case the sale of securities is necessitated by personal emergency, the compliance officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer as per Annexure V.

7. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING

No Insider shall -

7.1 either on his own behalf, or on behalf of any other person, deal in securities of the company when in the possession of any unpublished price sensitive information;

7.2. communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law. Prevention of Misuse of Unpublished Price Sensitive Information

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

8.1 **Initial Disclosures**

Every Director/ Key Managerial Personnel/ Directors/ Officers and Designated Employee of the Company on being appointed as such shall disclose to the Company, in Form 'A' set out in Annexure VI, the number of shares or voting rights in the Company held by him and their dependent members within thirty days of these Rules taking effect.

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure VII.

8.2 **Continual Disclosures**

Every promoter, employee and director of the Company shall disclose as per Form C set out in Annexure VIII to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made within 2 working days of:

(a) the receipt of intimation of allotment of shares, or

(b) the acquisition or sale of shares or voting rights, as the case may be.

The disclosures under this Clause shall be sent to the Compliance Officer of the Company.

8.3 **Disclosure by the Company to Stock Exchanges**

Within 2 days of the receipt of intimation under Clause 8.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

8.4 **Disclosure by other Connected Persons**

The Compliance Officer may, required any other Connected Person to disclose the holdings and trading in securities of the Company as per Form D set out in Annexure IX at such frequency as he may determine.

8.5 **Records of disclosures received by the Company**

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of three years.

The Compliance officer shall place before the Managing Director, on a monthly basis all the details of the dealing in the securities by the Designated Employees, Directors, Officers of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code

9. Dissemination of Price Sensitive Information

9.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

9.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

10. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

10.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

10.2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

10.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

10.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

11. INQUIRY

11.1 Where on the basis of the records available or the information received, Compliance Officer finds or has a reason to believe that any employee or officer of the company has violated the provisions of this Code, than such person may be required to furnish documents/evidences to prove the compliance of the Code by him.

11.2 If on the receipt of the documents/evidences, Compliance Officer is satisfied that there is no noncompliance of the Code then no penal action would taken against him. However, in case of noncompliance of the Code, appropriate penal actions as decided by the Board of Directors would be taken against such person.

11.3 In case the proper documents/information is not submitted by the insider, within the time limit as prescribed by the Compliance Officer then the Compliance Officer and HR-Head shall jointly undertake an inquiry.

11.4 To undertake the inquiry, the Compliance Officer and HR-Head may appoint one or more competent person (hereinafter referred to as authorized representative). While undertaking the inquiry, the authorized representative may take such actions as may be required including checking the transaction of the insider with the brokerage firm/relevant agencies or authorities. The inquiry should be completed within 15 days. Authorized representative will submit his report to the Compliance Officer within 5 days of the completion of the inquiry.

11.5 If on the completion of the investigation, insider is found to be the guilty of the violation of the Code, then his case would be referred to the Board of Directors and appropriate disciplinary action would be taken against him. Decision of the Board of Directors would be final and binding upon the insider.

12. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Schedule A of the Regulations, Zota Health Care Limited is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

12.1 Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

12.2 Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

12.3 The Compliance Officer of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

12.4 Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

12.5 Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

12.6 Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

12.7 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

12.8 Handling of all unpublished price sensitive information on a need-to-know basis. Unpublished Price Sensitive Information (UPSI) may be disclosed to person who needs such information for furtherance of legitimate purpose for performance of duties of legal obligation of the Company.

12.9 For sharing of information for legitimate purpose Company is formed following policy:

- UPSI is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.

- Till the UPSI becomes a generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations

    - Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;

    - Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;

    - Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);

    - Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information

    - Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information

- The Compliance Officer who is acting as a chief investor relations officer shall maintain following records with respect to UPSI shares for legitimate purpose:

    i. What is the purpose behind sharing UPSI?

    ii. Who had shared UPSI and he was authorised for the same?

    iii. Whether non-disclosure agreement/ disclosures were signed while sharing UPSI?

    iv. Whether the person who had shared UPSI had informed to Compliance Officer regarding sharing of UPSI?

13. MISCELLANEOUS

13.1 Any employee of the Company who becomes aware of any violation by an insider shall immediately intimate the Compliance Officer of such violation or non compliance. The information provided by such employee shall be treated as confidential and shall not be disclosed.

13.2 If any employee has any query/question about this Code or its application to any proposed transaction, the same may be addressed to the Compliance Officer.

13.3 The Code shall remain in force until withdrawn by the Board of Directors of the Company.

ANNEXURE 1

Date:

To,
The Compliance Officer,
Zota Health Care Limited
Zota House, 2/896, Hira Modi Street,
Sagrampura,
Surat – 395002, Gujarat

Dear Sir/Madam,

Application for Pre-trading approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Code, I seek approval to purchase /sale /subscription of _____ equity shares of the Company as per details given below:

1	Name, Address and PAN of the applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No / DP ID/ Client ID No.	
5	The Proposal is for : a. Purchase of securities b. Subscription to securities c. Sale of securities	
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be acquired / subscribed / sold	
8	Price at which transaction is proposed	
9	Current Market price (as on date of application)	
10	Whether the proposed transaction will be made through stock exchange or off- market	

I also enclosing undertaking signed by me in this regard.

Annexure II

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To,
The Compliance Officer,
Zota Health Care Limited
Zota House, 2/896, Hira Modi Street,
Sagrampura,
Surat – 395002, Gujarat

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Company's Insider Trading Code (the Code)) up to the time of signing this Undertaking.

In the event that I have access to or have received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time. I undertake to submit the necessary report within 2 (two) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall once again seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date : Signature : _____

ANNEXURE III

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for trading in _____ (nos) shares of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 (seven) trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For **Zota Health Care Limited**

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE IV

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Zota Health Care Limited
Zota House, 2/896, Hira Modi Street,
Sagrampura,
Surat – 395002, Gujarat

I hereby inform that I :-

- have not bought/sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name, Address and PAN of holder	**No. of Securities dealt with**	**Bought/sold/subscribed**	**DP ID/Client ID/ Folio No**	**Price (Rs.)**

I undertake to preserve documents evidencing proof of above transaction for a period of 3 years and produce the same to the Compliance officer/SEBI when required.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : _____
Name:
Designation:

zota healthcare ltd.

Annexure V

Application for the Waiver of Minimum Holding Period

To
The Compliance Officer,
Zota Health Care Limited

Dear Sir,

I request you to grant me waiver of the minimum holding period of 1 month as required under Code for Prevention of Insider Trading with respect to the following securities of the Company held by me:

Name	DP ID/ Client ID/ Folio No.	Type of Securities	No. of Securities	Date of Acquisition

The reason for seeking this waiver are: (mention reasons)

Thanking you,

Yours faithfully,

_____

Name:
Designation:
Department:

zota healthcare ltd.

Annexure VI

Form A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)

To,
The Compliance Officer,
Zota Health Care Limited (ISIN:_____)

Details of Securities held by Promoter, Key Managerial Personnel, Director and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrant, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

Signature:

Designation:

Date:
Place

zota healthcare ltd.

Annexure VII

Form B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6 (2)

To,
The Compliance Officer,
Zota Health Care Limited (ISIN:_____)

Details of Securities held on appointment of Key Managerial Personnel or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Date of appointment if Director/ KMP OR Date if becoming promote	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
			Type of security (For eg. – Shares, Warrant, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2		3	4	5	6	7	8	9

Signature:

Designation:

Date:
Place:

zota healthcare ltd.

Annexure VIII
Form C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6 (2)]

To,
The Compliance Officer,
Zota Health Care Limited (ISIN:_____)

Details of change in holding of Securities of Promoter, Employees or Director of a Listed company and other such persons as mentioned in Regulation 6(2) of the SEBI Regulations.

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors/im mediate relatives/others etc)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

Signature:
Designation:

Date:
Place:

zota healthcare ltd.

Annexure IX
FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by other connected persons as identified by the company

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

Signature:

Designation:

Date:
Place: