

Code of Conduct for Board of Directors and Senior Management

Zota Health Care Limited

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Mission:

Our mission is to become a globally acclaimed pharmaceutical company through development and introduction of wide portfolio of Pharmaceutical Formulations along with Nutraceutical as well as Ayurvedic products in key global pharmaceutical markets.

Vision:

Our vision is to become a global healthcare organization driven by people, research and technology and to be recognized as domestic and internationally integrated healthcare and pharmaceutical company through Innovation, Quality, Competence and Economy.

Values:

(i) Innovate And Excel:

Our strength lies in our workforce. We encourage our employees to always strive for innovation and excel beyond the norm. At Zota, every working opportunity comes with passion, dedication and the zeal to excel.

(ii) Integrity And Transparency :

At Zota, we are fully committed to adhering to the principles of transparency while conducting business and upholding every transaction with the highest level of integrity so as to garner trust from our stakeholders.

1. Introduction

At Zota, our core objective is to achieve growth with integrity, transparency and with stakeholders trust and confidence. Our core value is to adhering to the principles of transparency while conducting business and upholding every transaction with the highest level of integrity so as to garner trust from our stakeholders. Pursuant to regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is require for Company to lay down standard code of conduct for all the Board Members and Senior Management Personnel. Hence, to comply with this requirement Board has been formulated this code of conduct. Our Company is listed on NSE Emerge platform so exemptions has been provided to our Company from formulating this code of conduct but for better corporate governance Company has formulated this code of conduct. This code provides in details the general principles which shall be followed by every Board Members and Senior Management Personnel while conducting general affairs and business of the Company.

2. Objectives

- 2.1 This code's sole objective is to conduct the business of the Company in most transparent and ethical way.
- 2.2 Provide detail guideline principle to the Board Members and Senior Management Personnel for conducting business and affairs of the Company.

3. Definitions

- 3.1 "Company" or "Zota" shall mean Zota Health Care Limited.
- 3.2 "Board" or "Board of Directors" shall mean the collective body of the Directors of the Company.
- 3.3 "Board Members" shall mean the members of the Board of Directors of the Company.
- 3.4 "Whole Time Directors" shall mean the Board Members who are in whole tome employment of the Company.
- 3.5 "Non-Whole Time Directors" shall mean the Board Members who are part-time directors of the Company.
- 3.6 "Independent Directors" shall mean an Independent Director as defined in the section 2(47) and Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.7 "Senior Management" shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising of all members of management one level below the executive directors, if any.
- 3.8 "Relative" shall mean relatives as define under Section 2(77) of the Companies Act, 2013.
Definition of "relative", with reference to any person, means anyone who is related to another, if

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed*;

***LIST OF RELATIVES AS PER RULE 4 OF THE COMPANIES (SPECIFICATION OF DEFINITIONS DETAILS) RULES, 2014**

- (i) Father (including step-father)
- (ii) Mother (including step-mother)
- (iii) Son (including step-son)
- (iv) Son's Wife
- (v) Daughter
- (vi) Daughter's Husband
- (vii) Brother (including step-brother)
- (viii) Sister (including step-sister)

4. Applicability

This Code shall be applicable to following persons:

- (i) All Whole Time Directors including the Chairman and Managing Director of the Company.
- (ii) All Non-Whole Time Directors including Independent Directors
- (iii) All Senior Management Personnel

5. Key Requirements

Board Members and Senior Management Personnel shall act within the authority and powers provided to them in the best interest of the Company and shall:

- Act in the best interest of the Company and discharge their duties and obligations to the Company and its shareholders;
- Act honestly, fairly, ethically and integrity;
- Act in the way which promotes philosophy and moral values of the Company;
- Be respectful to others and create inclusive environment;
- Listening to others views and responding to them;
- Conduct themselves in a professional manner and does not take improper advantage of their position;
- Act in good faith, responsible, with due care allowing their independent judgement;
- Not to use Company's property and resources for personal gain;
- Use their prudent judgement to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company;
- Do not enter into any transactions without prior approval of the Board with
 - (a) a relative
 - (b) a Private Limited Company in which he or his relative is a Member or a Director
 - (c) a Public Limited Company in which he along with his

relative holds more than two per cent of its paid-up share capital; and (d) with a firm in which he or his relative is a partner;

- Not to hold any position in any other Company or engage in any other business which are prejudicial to the interests of the Company;
- Disclose about interest in any other Company, Body Corporates, Firms or Associates of Individuals to the Board at regular intervals;
- Disclose and avoid having any personal or financial interest in any other dealing concerning and affecting the Company;
- Shall not accept any gifts directly or indirectly from anyone having business dealing with the Company, except for the normal value, which are customarily given and are of commemorative nature for special events;
- Shall not make any statement which has offended to the Government or any group of the society;
- Shall not commit any offence which involve moral turpitude;
- Shall follow the general rules and regulation of the Company and various policies laid down by the Company;
- Shall not contribute any funds or property of the Company to political parties without obtaining prior approval of the Board;

6. Duties of Directors:

The Director(s) of the Company:

- (i) shall act in accordance with the articles of the company, subject to the provisions of the Companies Act, 2013 as amended from time to time;
- (ii) shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment;
- (iii) shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- (iv) shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company;
- (v) shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company;
- (vi) shall not assign his office and any assignment so made shall be void;

7. Specific Duties of Independent Directors:

The independent directors shall—

- (i) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (ii) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

- (iii) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (iv) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (v) strive to attend the general meetings of the company;
- (vi) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (vii) keep themselves well informed about the company and the external environment in which it operates;
- (viii) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (ix) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (x) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (xi) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (xii) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (xiii) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

8. Other Directorships:

Before accepting directorship of any other Company, the Board Members shall need to take prior permission of the Board. Without obtaining prior permission of the Board any Board Members cannot accept the directorship of any other Company.

9. Insider Trading:

All the Board Members and Senior Management Personnel shall need to follow the code for prohibition of insider trading formulated by the Company. And before dealing into securities of the Company need to take prior approval of the Compliance officer by making application in prescribed form. Code for prohibition of insider trading has already been circulated to all the Board Members as well as Senior Management Personnel. For detailed code on prohibition of insider trading please click on the link: <http://www.zotahealthcare.com/images/cms/cmsfile/code-for-prohibition-of-insider-trading.pdf>

10. Conflict of Interest:

The Board Members and Senior Management Personnel shall not involve in taking any decision on a matter in which a conflict of interest occurred. Proper disclosure about conflict of interest, if any, occurred in any subject matter shall be reported to the Board

about their or their relatives material financial and commercial interest in that subject matter. Apart from this the Board Members and Senior Management Personnel shall not take part in the meeting in which decision on the resolution regarding contract or arrangement with a related party is being taken.

11. Protection of Assets:

The Board Members and Senior Management Personnel of the Company shall use and employ the assets of the Company for conducting business of the Company. These include tangible and intangible assets and also intellectual property rights like patent, copy rights and trademarks of the Company, and should not use the assets of the Company for any personal gain.

12. Compliance with law:

The Board Members and Senior Management Personnel shall comply with all the laws, rules and regulations which are applicable to the Company.

13. To Follow and Comply with the Anti-Sexual Harassment Policy:

The Board Members and Senior Management Personnel shall follow and comply with Anti-Sexual Harassment Policy of the Company and should not discriminate any employee of the Company on the basis of race, cast, religion, gender, colour or maternity status and should give equal opportunity to everyone. For detailed Anti-Sexual Harassment Policy of the Company please click on below link:

http://www.zotahealthcare.com/images/cms/cmsfile/Anti-sexual_Harassment_Policy.pdf

14. To Comply with Policy on Social Media:

The Board Members and Senior Management Personnel shall need to follow and comply with social media policy of the Company, they should make any statement about the Company with taking due care of the moral values and ethics of the Company. For detailed Social Media Policy of the Company please click on below link:

http://www.zotahealthcare.com/images/cms/cmsfile/Social_Media_Policy.pdf

15. Related Party Transactions:

The Board Members shall report about related party transaction to the Board of the Company and Senior Management Personnel shall report about their related party transaction to Chairman or Managing Director of the Company as per the rules laid down in the Companies Act, 2013.

16. Amendment to the Code:

This code is subject to amendment from time to time. Board has utmost right to amend this code. Decision on amendment of this code shall be taken in any Board meeting and same shall be informed to Board Members and Senior Management Personnel in due course.

17. Clarification:

If any Board Members or Senior Management Personnel seeks any clarification with regards to this code may contact to Company Secretary and Compliance Officer of the Company.

18. Placement of the code on the website of the Company:

This code shall be placed on official website of the Company www.zotahealthcare.com

19. Annual Compliance Reporting:

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is required that every Board Member and Senior Management Personnel shall affirm compliance with the code of conduct. The Annual Report of the Company shall disclose declaration that the Board Members and Senior Management Personnel has followed and complied with code of conduct and this disclosure shall be signed by the Managing Director or Chief Executive Officer of the Company. A specimen of Annual Compliance Report is as per **Annexure - I** of this code. The Annual Compliance Report shall require to forward to Company Secretary and Compliance Officer of the Company within 30 days from ending of every financial year by every Board Members and Senior Management Personnel.

20. Enforcement of the Code:

- 20.1 Company secretary and Compliance Officer of the Company shall look after this code.
- 20.2 Every Board Members and Senior Management Personnel shall require to adhere the guidelines principle provided in this code.
- 20.3 If any Board Members or Senior Management Personnel breach any of the guidelines principle provided in this code and same has been found by the Company Secretary and Compliance Officer of the Company then he shall report the same to the Board of the Company.
- 20.4 In case of breach of the code the Board of the Company shall take necessary action against the Board Members and Senior Management Personnel who has breach the code.

21. Acknowledgement of Receipt of the Code:

Every Board Members and Senior Management Personnel shall acknowledge receipt of this Code, acknowledgement form is as per **Annexure – II** of this code. Please fill the form and forward the same to the Company Secretary and Compliance Officer of the Company.

Annexure – I

Code of Conduct for Board Members and Senior Management Personnel

Annual Compliance Report

I _____ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the guideline provisions of the Code of Conduct for Board Members and Senior Management Personnel during the financial year ending on 31st March _____.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

Annexure – II**Code of Conduct for Board Members and Senior Management Personnel****Acknowledgment Form**

I _____ do hereby confirm that I have received and read the Company's Code of Conduct for Board Members and Senior Management Personnel. I have understood the various guideline principles lay down in this code and I hereby agree to follow the same.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____