

Zodiac Clothing Company Limited

CIN: L17100MH1984PLC033143

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CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

With Effect From: 1st April, 2019

Review: 11th February, 2025

Version 1

Contents

1. INTRODUCTION

In accordance with the Insider Trading Regulations, the Board, has adopted a code of conduct for regulating, monitoring and reporting of trading by Insiders (the “Code”).

2. APPLICABILITY

This Code shall be applicable to Directors of the Company, Connected Persons, Insiders, the Designated Employees, the Promoters of the Company and their immediate Relatives, and includes any person in the possession of Unpublished Price Sensitive Information.

3. OBJECTIVE

This code is being framed with an aim that Directors & Designated Employees of the Company and their Relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes Insider Information.

To have a uniform Disclosure Policy to follow best in class Corporate Governance practices with respect to disclosures, to ensure timely, adequate and accurate disclosure of information on an ongoing basis.

4. DEFINITIONS

- (i). “Board” means the Board of Directors of the Company.
- (ii). “Chief Investor Relations Officer” means the Company Secretary or such other person who may be appointed by the Board as the Compliance Officer and the Managing Director.
- (iii). “Company” means Zodiac Clothing Company Limited.
- (iv). “Compliance Officer” means any senior officer designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board. Explanation: “Financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- (v). “Connected Person” means:
 - a) any person who is or has been during the six months prior to the concerned act been associated with the Company, in any capacity, directly or indirectly, 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 whether temporary or permanent, with the Company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

b) 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 relative of Connected Persons specified in clause (a); or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act ("SEBI"), 1992, as amended or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- 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
- 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, as amended; or
- An official and/or employee of a self-regulatory organization recognized or authorized by SEBI;
- A banker of the Company; or
- A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest.
- a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d).

(vi). "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or otherwise deal in the securities of the Company either as a principal or an agent.

(vii). "Designated Employees" means:

- a) Managing Director(s) and Whole-Time or Executive Director(s) of the Company;
- b) All officers in grades G.M. and above;
- c) All employees of the Company in finance, accounts, legal, costing, MIS and secretarial department; and
- d) Any other employee or other Connected Person of the Company, as may be designated or notified by the Company from time to time for meeting the objectives of the Code.

- (viii). "Designated Persons" means the Directors of the Company, Connected Persons, Insiders, Designated Employees, the Promoters, their immediate Relatives and all such other persons as may be specified by the Board in consultation with the Compliance Officer.
- (ix). "Employee" means every employee of the Company including the Directors in the employment of the Company.
- (x). "Effective Date" means 1st April, 2019.
- (xi). "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis.
- (xii). "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.
- (xiii). "Insider" means any person who is:
- a) a Connected Person; or
 - b) in possession of or having access to Unpublished Price Sensitive Information.
- (xiv). "Insider Trading Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
- (xv). "Key Managerial Personnel" means key managerial personnel as defined under the Companies Act, 2013, as amended, and includes such other officers, not more than one level below the Directors who are in whole-time employment, designated as key managerial personnel by the Board; and such other officer as may be prescribed under the Securities and Exchange Board of India Act, 1992, as amended.
- (xvi). "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or the Companies Act, 2013, or any modification thereof.
- (xvii). "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or any modification thereof.
- (xviii). "relative" shall mean the following:
- (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv)

- (xix). "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, or any modification thereof.
- (xx). "Takeover Regulations" means the Securities and Exchange Board India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, or any modification thereof.
- (xxi). "Trading" means and includes subscribing, redeeming, switching buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- (xxii). "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- (xxiii). "Stock Exchange" means a recognised Stock Exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956, as amended.
- (xxiv). "Unpublished Price Sensitive Information" shall have the meaning assigned to it under the Insider Trading Regulations.

5. ROLE OF COMPLIANCE OFFICER

- (i). The Board has appointed the Company Secretary of the Company as the Compliance Officer, who shall report to the Chairperson of the Company.
- (ii). The Compliance Officer shall at quarterly intervals prepare a report on insider trading to the Chairman of the Audit Committee or the Chairman of the Board.
- (iii). The Compliance Officer shall be responsible to set forth policies, procedures, monitoring adherence to rules for preservation of Unpublished Price Sensitive Information and pre-clearance of trades of designated persons and their immediate relatives, subject to the overall supervision of the Audit Committee & the Board.
- (iv). The Compliance Officer shall assist all Employees in addressing any clarifications regarding the Insider Trading Regulations and the Code.
- (v). To assist the Board in identifying the designated persons including any changes therein, to be covered by the code of conduct on the basis of their role and function in the organisation, to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information, and the access that such role and function would provide to Unpublished Price Sensitive Information in addition to seniority and professional designation.
- (vi). The Compliance Officer shall maintain an annual structured digital database of designated persons, their immediate relatives and persons with whom such designated persons share a material financial relationship containing their names and mobile numbers along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. The names of educational institutions

from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (i). All information shall be handled within the Company on a “need-to-know basis” and no Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or the Securities proposed to be listed, to any person including other Insiders except where such communication is in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.
- (ii). For the purposes of this Code, “need to know” means:
 - a) that Unpublished 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 the information; or
 - b) that all information that is not Generally Available Information, if directly received by any Employee should immediately be reported to the head of the department.
- (iii). There shall be limited access to confidential information. Files containing confidential information shall be kept secure. Computer files shall have adequate security of login, password and firewall protection.
- (iv). Designated Persons in the Company shall be governed by an internal code of conduct governing dealing in Securities.
- (v). No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to a Company or Securities listed or proposed to be listed, except in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations. For purposes of the Code, ‘legitimate purposes’ shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing shall not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.

(vi). Notwithstanding anything contained herein, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which would entail:

- a) an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that sharing of such information is in the best interests of the Company; or
- b) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that sharing such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made Generally Available Information at least two trading days prior to the proposed transaction being affected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

For the purposes of clause (iii) above, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose provided in clause (iii) above and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

- c) The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the permanent account number or any other identifier authorized by law where permanent account number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

7. TRADING PLANS

(i). An Insider shall be entitled to formulate a trading plan 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.

(ii). Trading plans shall:

- a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- b) not entail overlap of any period for which another trading plan is already in existence;
- c) set out following parameters for each trade to be executed:
 - (i). either the value of trade to be effected or the number of securities to be traded;

- (ii). nature of the trade;
 - (iii). either specific date or time period not exceeding five consecutive trading days;
 - (iv). price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
 - d) not entail trading in securities for market abuse.
- (iii). The Compliance Officer shall review the trading plan made as above and shall assess whether the plan would have any potential for violation of the Insider Trading Regulations. 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 Insider Trading Regulations.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- (iv). The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that 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.

Provided further that if the insider has set a price limit for a trade, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

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

8. TRADING WINDOW AND WINDOW CLOSURE

- (i). a) Trading window shall mean a notional trading window which shall be used as an instrument of monitoring trading by Designated Persons.
- b) The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons and their immediate relatives can

reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such Securities to which such Unpublished Price Sensitive Information relates.

- c) When the trading window is closed, the Designated Persons and their Immediate Relatives shall not Deal in Securities of the Company. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
 - d) All Designated Persons and their Immediate Relatives shall conduct 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 clause (c) above or during any other period as may be specified by the Company from time to time.
- (ii). The Compliance Officer shall intimate the closure of trading window to all the Designated Employees of the Company.
 - (iii). The Compliance Officer after considering various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window. In any event such re-opening shall not be earlier than forty-eight hours after the information becomes generally available.

9. PRE-CLEARANCES OF TRADE

- (i). Dealing in Securities of the Company by all Designated Persons, when the trading window is opened and if the value of the proposed trades is above 4000 shares or Rs. 10 lakhs (market value) or 10% of total shareholding, whichever is lower, shall be subject to pre-clearance by the Compliance Officer. The pre-clearance procedure shall be as hereunder:
 - a) An application may be made in the prescribed Form I and Form IA to the Compliance Officer indicating the estimated number of Securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the Securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
 - b) An undertaking as provided in Form I shall be signed or executed in favor of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
 - That the employee/director/officer of the Company does not have any access or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking.
 - That in case the Designated Person has access to or receives Unpublished Price

Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of such change in position and that he/she would completely refrain from dealing in the Securities of the Company till the time such information becomes public.

- That he/she has not contravened the Code as notified by the Company from time to time.
 - That he/she has made a full and true disclosure in the matter.
- c) The Compliance Officer shall confidentially maintain a list of such Securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- d) All Designated Persons and their Immediate Relatives shall execute their trade in respect of Securities of the Company within 7 (seven) Trading Days after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed Form C. In case the transaction is not undertaken, a report to that effect shall be filed in the prescribed Form II.
- e) If the order is not executed within 7 (seven) Trading Days after the approval is given, the employee/ director must seek fresh pre-clearance of the transaction.
- f) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into a contra trade i.e. sell or buy any number of Securities of the Company during the next 6 (six) months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time. In case of any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by the Securities and Exchange Board of India under the Securities and Exchange Board of India Act, 1992, as amended, provided that this shall not be applicable for trades pursuant to exercise of stock options.
- g) In case of subscription in the primary market (initial public offers), the above-mentioned entities shall hold their investments for a minimum period of 30 (thirty) days. The holding period would commence when the Securities are allotted.
- h) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency upon receipt of an application on this behalf in prescribed Form III and after recording reasons in writing for the same. However, no such sale will be permitted when the trading window is closed.

10. OTHER RESTRICTIONS

- (i). The disclosures to be made by any person under this Code shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.

- (ii). The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be considered for purposes of this Code.
- (iii). The disclosures made under this Code shall be maintained for a period of five years.
- (iv). Internal Control
 - (a) The Chief Executive Officer or Managing Director or such other analogous person of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in Insider Trading Regulations to prevent insider trading. Further, the Board is to ensure that the requirements are met by such persons under the Insider Trading Regulations.
 - (b) The internal controls shall include the following:
 - i. Designated Employees;
 - ii. all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of the Insider Trading Regulations;
 - iii. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the Insider Trading Regulations;
 - iv. lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - v. all other relevant requirements specified under the Insider Trading Regulations shall be complied with;
 - vi. periodic process review to evaluate effectiveness of such internal controls.
 - (c) The Audit Committee of the Company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
 - (d) The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries;
 - (e) If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

11. CHINESE WALL

To prevent the misuse of Unpublished Price Sensitive Information, the Company has adopted a “Chinese Wall” policy which separates those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with sale/marketing or other departments providing services, considered “public areas”.

As per the said policy:

- The Employees in the inside areas are not allowed to communicate any Unpublished Price Sensitive Information to anyone in the public areas.
- The Employees in inside area may be physically separated from the Employees in public area.
- The demarcation of various departments as inside area shall be determined by the Compliance Officers in consultation with the Board.
- Only in exceptional circumstances, Employees from the public areas are brought ‘over the wall’ and given Unpublished Price Sensitive Information on the basis of ‘need to know’ criteria, under intimation to the Compliance Officer.

12. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosure

- (i). Every Promoter, member of the Promoter Group, Key Managerial Personnel or Director of the Company, within 30 (thirty) days of this Code taking effect, shall forward to the Company the details of all holdings in Securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form A.
- (ii). Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter member of the Promoter Group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter in the prescribed Form B.

Continual Disclosure

- (iii). Every Promoter, member of the Promoter Group, designated person and director of the Company shall disclose 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 more than Rs. 10 lakhs.

The disclosure shall be made within 2 trading days of:

- a) the receipt of intimation of allotment of Securities; or
- b) the acquisition or sale of Securities or voting rights as the case may be.

- (iv). Every Insider shall disclose to the Company the number of such Securities acquired or disposed through an off-market transaction within two Trading Days of such

transaction.

Disclosure by the Company to the Stock Exchange(s)

- (v). Within 2 (two) Trading Days of the receipt of intimation under Clause 10(iii) or Clause 10(iv), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- (vi). The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / Designated Employees for a minimum period of five years.

13. DISSEMINATION OF PRICE SENSITIVE INFORMATION

- (i). No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of Securities of the Company.
- (ii). Disclosure or dissemination of Unpublished 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:

- a) Only public information to be provided.
 - b) At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
 - c) Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
 - d) Simultaneous release of information after every such meeting.
- (iii). Where disclosure of Unpublished Price Sensitive Information is required to be made to any person in the course of a transaction, such disclosure shall be made on a "need to know" basis. Any such disclosure shall be made in accordance with the Insider Trading Regulations.

The following process shall be followed in bringing persons to whom Unpublished Price Sensitive Information is disclosed as 'insiders':

- a) All such persons shall be required to enter into agreements to contract confidentiality and non-disclosure obligations, in accordance with regulation 3(4) of the Insider Trading Regulations;
- b) The Compliance Officer shall explain to all such persons the obligations and consequences of breach of obligations set out in the Insider Trading Regulations.
- c) The Compliance Officer shall maintain a list of all persons brought in as 'insiders' pursuant to this Code.

14. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- (i). Every Designated 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).
- (ii). Any Designated 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.
- (iii). Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.
- (iv). The action by the Company shall not preclude the Securities and Exchange Board of India from taking any action in case of violation of the Insider Trading Regulations.
- (v). In case of the Board becoming aware of any violation of the Insider Trading Regulation, the Board shall promptly inform the Securities and Exchange Board of India of such violation.

15. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision or amendment in accordance with the applicable law as may be issued by relevant statutory, governmental or regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

16. ASSISTANCE

For any assistance, advice or clarification on any questions, doubts or difficulties that may arise in the interpretation of this Code, you may contact the following persons:

Sr. No.	Name & Designation	Contact Number	Email address
1.	Mr. Kumar Iyer G. M. Legal and Company Secretary	022-66677190	kumar.iyer@zodiacmtc.com

ZODIAC CLOTHING COMPANY LIMITED
CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF
TRADING BY INSIDERS
FORM – I [Refer Clause 8(i)]

APPLICATION TO DEAL IN SECURITIES OF ZODIAC CLOTHING COMPANY LIMITED

To: Compliance Officer

From: Name of the Director/ Employee/ Immediate relative:

Designation :

Employee Reference No. :

Department / Unit :

Location :

I hereby give notice that I propose to carry out the following transaction:

Issuing Company Name	Type of security	Quantity	Estimated Value	Depository Participants (DP) Details	
				Name of DP	Demat Account Number

UNDERTAKING

I hereby undertake and confirm:

- a) that I do not have any access or have not received Unpublished Price Sensitive Information up to the time of signing this undertaking.
- b) that in case I obtain access to or receive any Unpublished Price Sensitive Information after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
- c) that I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- d) The proposed transactions will be completed within seven trading days from the date of approval, failing which a fresh application will be made for preclearance wherever required by the Code of Conduct
- e) that I have made a full and true disclosure in this application.

Date:

(Signature)

ZODIAC CLOTHING COMPANY LIMITED
CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY
INSIDERS

FORM – II [Refer Clause 8(i) (d)]
REPORT ON REASON FOR NOT COMPLETING THE APPROVED TRANSACTION

To: Compliance Officer

From: Name of the Director/

Employee/Immediate Employee :

Designation :

Employee Reference No. :

Department / Unit :

Location :

I hereby give reasons for not executing the approved transaction as per the following details:

Date of Pre-clearance	No. of Shares/ Derivatives proposed to be bought/sold Type of Security	Quantity	Depository Participants (DP) DetailsDP & Client Id No (In case of Demat)	
			Name of DP	Demat Account Number

Name

(Signature)

Date:

ZODIAC CLOTHING COMPANY LIMITED
CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING
BY INSIDERS
FORM – IA [Refer Clause 8(i)]

LIST OF RELATIVES/IMMEDIATE RELATIVES

- | | | |
|-----|------------------------------------|-------|
| 1. | Spouse | _____ |
| | | _____ |
| 2. | Father (including step-father) | _____ |
| | | _____ |
| 3. | Mother (including step-mother) | _____ |
| | | _____ |
| 4. | Son's (including step-son) | _____ |
| | | _____ |
| 5. | Son's Wife | _____ |
| | | _____ |
| 6. | Daughter | _____ |
| | | _____ |
| 7. | Daughter's husband | _____ |
| | | _____ |
| 8. | Brother's (including step-brother) | _____ |
| | | _____ |
| 9. | Sister (including step-sister) | _____ |
| | | _____ |
| 10. | If you are member of Hindu | _____ |
| | Undivided | _____ |

I undertake to promptly notify in case of any changes in the above.

Date:

Name
(Signature)

ZODIAC CLOTHING COMPANY LIMITED
CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING
BY INSIDERS
FORM - III [Refer Clause 8(i) (h)]
APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

To: Compliance Officer :

From: Name of the Director/ Employee :

Designation :

Employee Reference No. :

Department / Unit :

Location :

Through: Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Company's' code of conduct for regulating, monitoring and reporting of trading by Insiders , with respect to shares of the Company held by me/ (name of family dependent)/jointly acquired by me on_____(date). I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you

Your faithfully,

Name

(Signature)

Date:

FORM IV
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[ZODIAC CLOTHING COMPANY LIMITED: Code of Conduct to Regulate, Monitor and Report Trading by Insiders]
Regulation 9(A) read with Schedule B –Annual Disclosure

Name of the Company: ZODIAC CLOTHING COMPANY LIMITED

ISIN of the Company: INE206B01013

Name of Designated Person:

A. Details of Immediate Relatives

Name of Immediate Relative	Relationship with Designated Person	PAN of Immediate Relatives / Other identifier authorized by law	Phone, mobile and cell number of Immediate Relative

B. Details of persons with whom Designated Person shares Material Financial Relationship

Name and Address of the Person	Relationship with the Person	PAN of the Person / Other identifier authorized by law	Phone, mobile and cell number of the Person

Signature:

Date:

FORM V
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[ZODIAC CLOTHING COMPANY LIMITED: Code of Conduct to Regulate, Monitor and Report Trading by Insiders]
Details of Securities held by Designated Persons at the end of the Financial Year

To
The Compliance Officer
Name of the Company: ZODIAC CLOTHING COMPANY LIMITED

ISIN of the Company: INE206B01013

A. Self-Declaration

Name & Designation	DP ID No.	Client ID / Folio No.	No. of Shares Held on 01.04.2024	No. of Shares Bought during the year	No. of Shares Sold during the year	No. of Shares held on 31.03.2025

B. Details of persons with whom Designated Person shares Material Financial Relationship

Name & Designation	DP ID No.	Client ID / Folio No.	No. of Shares Held on 01.04.2024	No. of Shares Bought during the year	No. of Shares Sold during the year	No. of Shares held on 31.03.2025

Signature:
Date:

FORM A
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____ ISIN of the Company: _____

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

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
		Type of Security (For e.g. – Shares, Warrants, Convertible Debentures etc)	No.	
1	2	3	4	5

Note: “Securities” shall have the meaning as defined under regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: _____

Designation: _____

Date: _____

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: _____ ISIN of the Company: _____

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

Name, PAN No., CIN/DIN & address with contact nos.		Category of Person (Promoters/KMP / Directors /immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director/ KMP		% of Shareholding
				Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6	

Note: “Securities” shall have the meaning as defined under regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate Relative to/others etc.)	Securities held prior to acquisition /disposal		Securities acquired/ Disposed	Securities held post acquisition/disposal				Date of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company		Mode of acquisition / disposal (on market /public / rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding		No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoked/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures Etc.)		No. and % of Shareholding	From	To
1	2	3	4	5	6	7	8	9	10	11	12	13

Note: "Securities" shall have the meaning as defined under regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
14	15	16	17	18	19	20

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:
 Signature:
 Designation:
 Date:
 Place:

Form D (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the Company	Co nn ect io n wi th Co m pa ny	Securities held prior to acquisition/dispos al		Securities acquired/D isposed	Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify			Date of intimation to company		Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter- se transfer, ESOPs etc.)	
		Type of security For e.g. – Shares, Warrants , Converti ble Debentu res etc.)	No. and % of share holdi ng	Type of security (For e.g. – Shares, Warrants, Convertibl e Debentures Etc.)	No	Valu e	Transa ct ion Type (Buy/ Sale/ Pledge / Revok e/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertibl e Debentures Etc.)	No. and % of Shareh olding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:

Signature:

Date:

Place: