

ZUARI INDUSTRIES LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

INTRODUCTION

The Code of Conduct to Regulate, Monitor and Report Trading by Insiders under SEBI (Prohibition of Insider Trading) Regulations, 2015 was initially formulated by the Company in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015(**"Regulations"**) with effect from May 15, 2015.

In pursuance of the amendments in the Regulations, this revised Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company (hereinafter referred to as **"Code"**) has been formulated by the Board of Directors of the Company to regulate, monitor and report Trading in Securities of the Company by Designated Persons and their Relatives, effective from 10 June 2025.

The objective of this Code is to enable the Designated Persons and their relatives appreciate the law relating to prohibition on insider trading and to apprise them about the Company's policy and Code for dealing in the securities of the Company for the benefit of and compliance by all concerned.

1. Applicability

This Revised Code will be applicable w.e.f. 10 June 2025.

2. Definitions

The Definitions attributed to captions in Regulation 2 of Chapter I of the Regulations, shall apply and form part of this Code. However, some of the important definitions are given below:

"Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

"Board" means the Securities and Exchange Board of India;

"Company" means Zuari Industries Limited.

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compliance of policies, procedures, maintenance of records, monitoring, adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the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

"Connected Person" means,-

- (i) any person who is or has been during the six months prior to the concerned act 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 whether temporary or permanent, with the Company, 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). a 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 a company or his relative or banker of the company, has more than ten per cent of the holding or interest or;
 - (k). 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
 - (l). a person sharing household or residence with a connected person specified in sub - clause (i) of clause (d);

"Dealing in Securities" means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in securities of the Company by any person either as principal or agent. Dealing in securities shall include dealings by a nominee on behalf of the directors/ officers/ designated employees and dealings amongst these persons, off market dealings and transfer for no consideration.

"Designated Persons" shall cover

- (i) All Directors and Key Managerial Personnel
- (ii) All Promoter and Promoter Groups
- (iii) officers comprising below the Board level i.e. upto Deputy General Managers and their personal secretaries, based at the Registered Office, Corporate Office, Liaison Offices and Regional Offices,
- (iv) all employees in the Secretarial and Legal Department,
- (v) All employees in the Accounts / Finance Department
- (vi) All employees in IT department
- (vii) Employees of material subsidiaries upto one level below the Managing Director or Executive Director/Director Works. Board of Directors
- (viii) such other employees who may be so designated from time to time by the Company for the purpose of this Code and who may be able to have access to any 'Price Sensitive Information.

"Generally Available Information" means information that is accessible to the public on a nondiscriminatory basis;

" Insider " means any person who is:

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information; or
- (iii) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose as determined by the Board of Directors.

"Officer of the Company" includes all Directors, whether executive, non-executive or independent, manager, secretary, Key Managerial Personnel 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.

"Trading" means and includes subscribing, buying, selling, dealing, pledging or agreeing to subscribe, buy, sell or deal in or pledge any Securities of the Company, and "Trade" shall be construed accordingly;

"Material Financial Relationship" means a relationship in which one person is a recipient of any kind of payment, such as by way of a loan or gift, during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but excludes relationships in which the payment is based on arm's length transactions;

"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)

"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: –

- i) financial results;
- ii) dividends;
- iii) change in capital structure;
- iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v) changes in key managerial personnel; and other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi) change in rating(s), other than ESG rating(s);
- vii) fund raising proposed to be undertaken;
- viii) agreements, by whatever name called, which may impact the management or control of the company;
- ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

- xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

3. Responsibilities and Duties of Compliance Officer

The Compliance Officer shall

- i) be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, pre-clearing of designated persons' and their dependents' trades, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company;
- ii) maintain record of the designated persons and any changes made in the list of designated persons;
- iii) make clarifications regarding these Regulations and this Code;
- iv) maintain records of all the declarations in the appropriate form given by the directors/officers/ designated persons for a minimum period of three years;
- v) place before the Managing Director on a monthly basis all the details of the dealing in the securities by designated persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

4. Preservation of Unpublished Price Sensitive Information

- a) All designated persons (including his/her Relatives) shall maintain the confidentiality of all Unpublished Price Sensitive Information. They shall neither deal in the securities of the Company on the basis of Unpublished Price Sensitive Information nor pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.
- b) Unpublished Price Sensitive Information is to be handled on a "need to know" basis. It 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.
- c) There shall be limited access to confidential information and price sensitive information. Files containing confidential and price sensitive information shall be kept secured and computer files containing these information should be protected with the help of login and passwords, etc.
- d) Unpublished Price Sensitive Information directly received by any designated persons should immediately be reported to the Compliance Officer.
- e) The Designated persons should take following steps to advise all the connected persons:
 - of his/ her connection with the Company or group companies,
 - of the Prohibited Period during which they cannot deal in the securities of the Company,
 - of any other periods when the Designated persons knows that he/ she is not free to deal in the securities of the Company under this Code unless his/ her duty of confidentiality to Company/ Group Companies prohibits him/ her from disclosing such periods.
 - That they must advise him/ her immediately after they have dealt in the securities of the Company.

5. RESTRICTIONS ON COMMUNICATION AND TRADING BY DESIGNATED PERSONS:

No Insider shall 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.

No person shall procure from or cause the communication by any Designated Persons of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

- (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the sharing of such information is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available atleast two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board shall, wherever necessary, 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 this limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons 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 database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

Determination of Legitimate Purpose

The term “legitimate purpose” includes sharing of UPSI in the ordinary course of business with Company’s collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals or other advisors, service providers or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

- (i) whether sharing of such UPSI is in the ordinary course of business of the Company;
- (ii) whether sharing of such UPSI is in the interests of the Company or in furtherance of a genuine commercial purpose; and
- (iii) whether the nature of UPSI being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as Insider for the purpose of Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulation.

6. Trading when in possession of unpublished price sensitive information :

All designated persons and their Relatives of the Company shall be subject to trading restrictions as stated below :

a) Trading Window

All designated persons and their Relatives of the Company shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not enter into any transaction involving the purchase or sale of the Company’s securities during the Prohibited Period as defined below or during any other period as may be specified by the Company from time to time.

b) “Prohibited Period” means:

- (i) a period from the end of every quarter/financial year till 48 hours after the declaration of unaudited quarterly/audited annual financial results.
- (ii) a period of 15 days prior to the proposal being placed before the Board of Directors and upto 48 hours thereafter, in respect of the following matters:
 - intended declaration of interim or final dividend,
 - issue of securities or buy-back of securities,
 - any major expansion plans or execution of new projects,
 - amalgamations, mergers or takeovers,
 - Disposal of undertakings,
 - any significant changes in policies, plans or operations of the Company.

(iii) any period when the compliance officer otherwise has reasons to believe that the proposed dealing is in breach of this code or SEBI regulations. The period for the purpose of sub-clauses (iii) and (iv) above shall be communicated by the Compliance Officer from time to time. The Trading Window shall be opened 48 hours after the information referred to above is made public.

- c) In case of ESOP's (Employees Stock Option Plan), if applicable, exercise of option may be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOP's shall not be allowed when Trading Window is closed.
- d) The intimation about the period when the Trading Window is closed shall be given by the Compliance Officer, wherever required, through e-mail, circular and/or posting on the website of the Company i.e. www.adventz.com.

Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.

7. Prevention of misuse of Unpublished Price Sensitive Information

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

“Explanation- When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession;”

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market inter-se transfer between insider who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 of SEBI(PIT)Regulations, 2015 and both parties had made a conscious and informed trade decision; Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations.
Such off-market trades shall be reported by the insiders to the Company within two working days. Every Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or becoming aware of such information.
- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.
- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations
- (v) in the case of non-individual insiders: –
 - (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- (vi) the trades were pursuant to a trading plan

The trading window restrictions shall not apply

- in respect of transactions specified in clause (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 and in respect of a pledge of shares of for bonafide purpose such as raising of funds, subject to preclearance by the compliance officer and compliance with respective regulations made by the Board.

- Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.
- Offer for sale and Rights Entitlements (RE) transactions.

8. Trading Plans:

- A) Designated person shall be entitled to formulate a trading plan as per **Annexure A** 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.
- B) Trading Plan shall:
 - (i) not entail commencement of trading on behalf of the Designated Person and/or his/her Relatives 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.
- C) 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 maybe necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Pre-clearance of trades and Trading Window norms shall not be required for a trade executed as per an approved trading plan.
- D) 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 maybe necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Pre-clearance of trades and Trading Window norms shall not be required for a trade executed as per an approved trading plan.
- E) The Trading Plan once approved shall be irrevocable and the Designated Person and/or his/her Relatives 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 Designated Person and/or his/her Relatives 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 Designated Person and/or his/her Relatives 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.

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

9. Pre-clearance of Trades

Designated persons and/or his/her Relatives of the Company including their dependents intending to deal in the securities of the Company if the value of the trades upto the threshold limit of 5,000 shares or transaction value of Rs. 1 lakh whichever is lower may do so only in a valid Trading Window without any clearance from the Compliance Officer. In other cases, they should pre-clear the transactions as per the pre-dealing procedure as stated hereunder

- a) **Make an application in the prescribed form, as per Annexure – B**, to the Compliance Officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository participant with which he/she has a security account, the details as to the securities in such depository mode and such other details as may be required therein in this behalf. The application is to be filed along with statement of holding at the time of pre-clearance as per **Annexure – C**.
- b) He/ she shall execute an undertaking in favour of the Company incorporating, therein, inter alia, the following clauses, as may be applicable:
 - i) that he/she does not have any access or has not received Unpublished Price Sensitive Information upto the time of signing the undertaking;
 - ii) that in case he/she has access to or receives Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public;
 - iii) that he/she has not contravened the Code as notified by the Company from time to time;
 - iv) that he/she has made a full and true disclosure in the matter.
- c) **The designated persons and/or his/her Relatives and their dependents shall execute their transaction in respect of securities of the Company within one week after the approval of pre- clearance is given failing which the transaction has to be pre-cleared again.** They shall provide to the Compliance Officer confirmation of deal on a monthly basis as per **Annexure –D**.

All designated persons and/or his/her Relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ officers/ designated persons shall also not take positions in derivative transactions in the shares of the Company at any time.

In the case of subscription in the primary market (initial public offers), the said persons shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

In case of personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard. The application for waiver of minimum holding period should be as per **Annexure – E**.

10. Reporting requirement for transactions in Securities

The disclosures required to be made by a person under this provision shall include details of Trades by such person's Relatives, wherever applicable.

All designated persons shall forward the following details of their securities transactions to the Compliance Officer:

- a) Details of holding of securities of the company as on the date when these regulations came into effect for the first time, i.e., 15th May, 2015 to the company within thirty days of these regulations taking effect as per **Form A** prescribed in Regulation 7(1)(a) read with Regulation 6(2).
- b) Details of shares or voting rights held and positions taken in derivatives of the Company held by such persons concerned within 7 working days of any person becoming a Promoter/Key Managerial Personnel/ Director of the Company **as per Form B and Annexure H** prescribed in Regulation 7(1)(b) read with Regulation 6(2).
- c) Any change in shareholding or voting rights, if the change exceeds Rs.10 lacs in value whether in one transaction or a series of transactions over any calendar quarter within 2 working days of the receipt of intimation of allotment of shares, or the acquisition or sale of shares or voting rights, as the case may be, as per **as per Form C** prescribed in Regulation 7(2) read with Regulation 6(2).
- d) Quarterly statement of transactions in securities of the Company as per **Annexure – F** within a period of 15 days from the end of a calendar quarter. If there is no transaction in a particular month, the "Nil" statement is not required to be submitted.
- e) Annual statement of holdings in the securities of the Company within 30 days of the close of financial year as per **Annexure – G**.
- f) Disclosures by other connected persons shall be as **per Form D** prescribed in Regulation 7(3).
- g) Within 21 days from the date on which the Code come into force, one time disclosure about Educational Qualification, Past Employers, etc., wherever applicable, as per **Annexure – H**.
- h) The Designated Persons shall provide a one – time declaration containing the details of the names of educational institutions from which the Designated Persons have graduated and names of their past employers, if applicable
- i) The details of Relatives and persons with whom such Designated Person shares a Material Financial Relationship, within 30 days of close of every financial year and within 15 days of any change in such information as submitted to the Company, as per **Annexure-I**.

11. Penalties/ Punishments

- a) Any designated person who trades in securities or communicates any information for trading in securities in contravention of this Code will be penalized and appropriate action will be taken against

him/her by the Company after giving reasonable opportunity to explain his/her stand in the matter. He /she shall also be subject to disciplinary action including wage freeze, suspension, recovery. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

b) In addition to the aforesaid penalties/ punishments, the persons violating the Regulations will also be subject to any other action by SEBI as per SEBI Act. In case of any violation of these regulations the Compliance Officer shall inform Stock Exchanges promptly where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

c) Under Regulation 11, SEBI can issue directions to the person violating the Regulations, not to deal in the securities of the Company in any particular manner, prohibiting him from disposing of the securities acquired in violation of the Regulations, restraining him to communicate or counsel any person to deal in the securities, declaring the transaction in securities as null and void, directing him to deliver the securities back to the seller or pay the prevailing market price of the securities to the seller, etc.

12. The Board of Directors of the Company shall have power to modify or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

13. The decision of the Board of Directors with regard to all matters relating to this Code of Conduct will be final and binding on all concerned.

14. Words or phrases not defined here will have their respective meanings as per the SEBI Act and these Regulations.

12. Protection against retaliation and victimisation

Any employee of the Company who files a Voluntary Information Disclosure Form under the Regulations shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a reward under the Regulations, by reason of:

- i) filing a Voluntary Information Disclosure Form under the Regulations;
- ii) testifying in, participating in, or otherwise assisting or aiding the SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or
- iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

Explanation - For the purpose of this clause 12, the term “employee” shall have the meaning ascribed to it in regulation 7I of the Regulations.

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: Zuari Industries Limited

ISIN of the company: INE217A01012

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/KMP / Director s/relative to/others, etc.)	Securities held as on the date of regulation coming into force		% Shareholding of
		Type of securities (For eg. – 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.

Details of Open Interest (OI) in derivatives of the company held by Promoter, 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 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	09	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 B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)- Disclosure on becoming a Key Managerial Personnel/ Director / Promoter/ Member of the promoter group]

Name of the Company: Zuari Industries Limited

ISIN of the Company : INE217A01012

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of the Company and relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/relative to / others, etc.)	Date of appointment of KMP/Director/ or Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/ Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights Entitlements, etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under Regulation 2(1)(i) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the Securities of the Company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of the Company and relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of appointment of Director/ KMP or upon becoming Promoter/ member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/ KMP or upon becoming Promoter/ member of the promoter group		
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
7	8	9	10	11	12

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

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]

Name of the Company : Zuari Industries Limited

ISIN of the Company : INE217A01012

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of the Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

[illegible]

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Note: (i) “Securities” shall have the meaning as defined under Regulation 2(1)(i) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/ brokerage/ any other charges.

Details of trading in derivatives on the Securities of the Company by Promoter, member of the promoter group, designated person or Director of the Company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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	Connect ion with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal 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.)	Exchange on which the Trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company 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)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:

TRADING PLAN

Company Secretary/Compliance Officer
 Zuari Industries Limited
 Jai Kisaan Bhawan
Zuarinagar Goa 403 726

For Office Use Only
Trading Plan Approval No.: ____ of ____ [Year]

Date

Dear Sir,

I hereby submit the trading plan for carrying out Trades in the Securities of the Company by *me and / or my Immediate Relatives as per the following details for your consideration and approval:

1. General Information

Name of the Designated Person/Immediate Relative	Relationship (in case of Immediate Relative)	PAN of the Designated Person/ Immediate Relative	Date of commencement of Trading Plan	Duration of Trading Plan (minimum 12 months)		Details of previous Trading Plan, if any (Approval Number, Date and Duration)
				From	To	

2. Details of proposed trades

Sr. No.	Nature of Trades	Dates of Trades or time interval between Trades	Nature of Securities to be Traded	Value of Trades (in Rs.) or number of Securities to be Traded	Remarks, if any

I hereby confirm/undertake that:

(a) I am not in possession of any Unpublished Price Sensitive Information on the date of this application.

OR

the above trading plan shall be implemented only after Unpublished Price Sensitive Information in my possession as on the date of this application is generally available.

(b) I do not have any trading plan in place which has an overlap with the period identified above

Notes:

1. No Trading is permitted between 20th Trading Day prior to the last day of the financial period for which results are to be announced by the Company and the 2nd Trading Day after disclosure of such financial results.

2. The date of commencement of trading plan shall not be earlier than 6 months from the public disclosure of the trading plan.

**APPLICATION FOR PRE-CLEARANCE &
UNDERTAKING**

(to be submitted in duplicate)

Date: _____

Company Secretary/Compliance Officer Zuari
Industries Limited
Jai Kisaan Bhawan
Zuarinagar Goa 403 726.

Dear Sir,

With reference to the Code of Conduct to regulate, monitor and report trading in securities of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 (Code), *I/my immediate relative(s) seek your approval to *subscribe to/agree to subscribe to/purchase/sell/deal as an agent/ principal (nos.) equity shares of the Company.

The statement of shareholding in Annexure "C" as on in the prescribed format is enclosed for your perusal in this connection.

As required by the Code, I hereby undertake that:

- (a) Neither I nor any of my Immediate relative(s) have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code upto the time of signing this undertaking.
- (b) In the event I, or any of my immediate relatives have access to or receive any information that could be construed as "Unpublished 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.
- (c) I have not contravened the provisions of the Code as notified by the Company from time to time;
- (d) I have made full and true disclosure in the matter.

Signature :

Name :

Designation :

Department :

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in... (nos.) shares of the Company as mentioned in your above mentioned application is approved.

Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

Date:

for **Zuari Industries Limited**

Company Secretary/Compliance Officer

** Strikeout whatever is not applicable

STATEMENT OF HOLDING AT THE TIME OF PRE-CLEARANCE

Date: _____

Company Secretary/Compliance Officer
 Zuari Industries Limited
 Jai Kisaan Bhawan
Zuarinagar Goa 403 726.

1. DETAILS OF SHAREHOLDING OF DESIGNATED PERSON

No. of shares held	*Folio No./ Client ID & DP ID No.	Nature of Transaction for which approval is sought	No. of shares to be dealt

2. DETAILS OF SHARES HELD BY IMMEDIATE RELATIVE(S)

Name of relative, PAN No and address of relative	Relationship	No. of shares held	*Folio No./ Client ID & DP ID No.	Nature of Transaction for which approval is sought	No. of shares to be dealt
*/ We declare that I/We shall not enter into a contra Trade ** in the securities of the Company during the next 6 months following the last Trade. Signature :					
Name :					

Designation :

Department :

*Strikeout whatever is not applicable

** Contra trade means if you or your Immediate Relatives buy share on particular date, you and your Immediate Relatives can't sell any share of the Company for next 6 months from the

Note : Table at serial No. 1 is to be filled up in case Designated Persons buys or sells shares and table at serial No. 2 is to be filled up in case Immediate Relative buy or sell shares and both tables are to be filled up in case both of them deal in shares

MONTHLY CONFIRMATION OF DEAL

Date: _____

Company Secretary/Compliance Officer Zuari
Industries Limited
Jai Kisaan Bhawan Zuarinagar
Goa 403 726. Dear Sir,

I confirm that the dealing in ZIL shares for which the approval was granted, was completed as per the details given below:

Date of application for preclearance	Date of approval	Date of completion of transaction	No. of shares *Purchased/ sold	*Folio No./ Client ID & DP ID No.

Signature :

Name :

Designation :

Department :

* Strikeout whatever is not applicable

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date: _____

Company Secretary/Compliance Officer Zuari
Industries Limited
Jai Kisaan Bhawan
Zuarinagar Goa 403 726.

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Code of Conduct to regulate, monitor and report trading in securities of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to.....shares of the Company held by me/.....

(Name of relative) singly/ jointly acquired by me on (date). I desire to deal in the said shares on account of..... (please give sufficient reasons).

Thanking you,
Yours truly,

Signature :
Name :
Designation :
Department :

**QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES
FOR THE QUARTER ENDED _____**

Date: _____

Company Secretary/Compliance Officer Zuari
Industries Limited
Jai Kisaan Bhawan Zuarinagar
Goa 403 726.

1. QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES BY DESIGNATED PERSON HELD IN *HIS/ HER OWN NAME

No. of shares held on 1 st day of the quarter (opening balance)	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on last day of the quarter (closing balance)	*Folio No./ Client ID & DP ID No.

2. QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES BY IMMEDIATE RELATIVE

Name of relative PAN No and address of relative	Relationship	No. of shares held on 1st day of the Quarter (opening balance)	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on the last day of the quarter (closing balance)	*Folio No./ Client ID & DP ID No.

I/We declare that I/We have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold. Signature :

Name :

Designation :

Department :

* Strikeout whatever is not applicable

ANNUAL DISCLOSURE

Date: _____

Company Secretary/Compliance Officer Zuari
Industries Limited
Jai Kisaan Bhawan
Zuarinagar Goa 403 726.

1. ANNUAL STATEMENT OF SECURITY HELD BY DESIGNATED PERSON HELD IN *HIS/HER OWN NAME

No. of shares held on 1st April _____ (opening balance)	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31 st March _____ (closing balance)	*Folio No./ Client ID & DP ID No.

2. ANNUAL STATEMENT OF SECURITIES HELD BY IMMEDIATE RELATIVES

Name of relative PAN No and address of relative	Relationship	No. of shares held on 1st April (opening balance)	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31st March _____ (closing balance)	*Folio No./ Client ID & DP ID No.

*I/We declare that that I/We shall not entered into a **contra Trade in the Securities of the Company during the next 6 months following the last Trade.

*I/We further declare that the above disclosure is true and correct. Signature :

Name :

Designation :

Department :

* Strikeout whatever is not applicable

ONE TIME DISCLOSURE TO THE COMPANY BY DESIGNATED PERSONS

Name of the Company: Zuari Industries Limited ISIN of the Company : INE217A01012

1. DETAILS OF DESIGNATED PERSON

Name, & address, PAN, contact nos.	Category of Person (Promoters/KMP / Directors/ Immediate Relatives to / others etc.)	Details of the Educational Institution from which Designated Person has graduated			Full names of past employers (start from the last employer)
		Name of Institution	Course	Year of Passing	

2. DETAILS OF IMMEDIATE RELATIVES

Name and Address of Immediate Relative	Relationship with Designated Person	PAN of Immediate Relative	Landline No. of Immediate Relative	Mobile / Cell No. of Immediate Relative

3. DETAILS OF PERSON WITH WHOM DESIGNATED PERSON SHARES MATERIAL FINANCIAL RELATIONSHIP*

Name and Address of Person with whom the Designated Person shares Material Financial Relationship	Relationship, if any	PAN of Person with whom the Designated Person shares Material Financial Relationship	Landline No. of Person with whom the Designated Person shares Material Financial Relationship	Mobile / Cell No. of Person with whom the Designated Person shares Material Financial Relationship

* "Material Financial Relationship" means 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 the annual income of such designated person but excludes relationships in which the payment is based on arm's length transactions;

Name :
Signature :
Designation :
Date :

DISCLOSURE ABOUT IMMEDIATE RELATIVES AND PERSONS WITH WHOM DESIGNATED PERSON SHARES MATERIAL FINANCIAL RELATIONSHIP

Name of the Company: Zuari Industries Limited ISIN of the Company
: INE217A01012

Purpose : Annual Disclosure / Disclosure on Change of details (strike out whatever is not applicable) Date of Change
(IF APPLICABLE) :

1. DETAILS OF IMMEDIATE RELATIVES

Name and Address of Immediate Relative	Relationship with Designated Person	PAN of Immediate Relatives	Landline No. of Immediate Relative	Mobile / Cell No. of Immediate Relative

2. DETAILS OF PERSON WITH WHOM DESIGNATED PERSON SHARES MATERIAL FINANCIAL RELATIONSHIP*

Name and Address of Person with whom the Designated Person shares Material Financial Relationship	Relationship, if any	PAN of Person with whom the Designated Person shares Material Financial Relationship	Landline No. of Person with whom the Designated Person shares Material Financial Relationship	Mobile / Cell No. of Person with whom the Designated Person shares Material Financial Relationship

* "Material Financial Relationship" means 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 the annual income of such designated person but excludes relationships in which the payment is based on arm's length transactions

Name & Signature : Designation

:

Date :

Place :

Date of last amendment : 10 June 2025