

***CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)***

OF

ZENLABS ETHICA LIMITED

1. Preamble

Zenlabs Ethica Limited (the "Company") has always stood for a fair and equitable flow of economic benefit to its shareholders. In its communication with investors, it has always endeavoured to provide a healthy level of disclosure, with responsibility and caution in discussion about the future, transparency and equal dissemination of information to all its investors and analysts, current or prospective. The Company welcomes enhanced sensitivity to equality in shareholder communication and has formalized its principles into a Code of Fair Disclosure (as defined below.)

2. Purpose

The Securities and Exchange Board of India has formulated the SEBI Insider Regulations (as defined below) to prescribe a legal framework for prohibition of insider trading. In terms of the provisions of SEBI Insider Regulations, every listed Company is required to formulate a Code of Fair Disclosure. Accordingly, the Company has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

3. Effectiveness

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), as adopted by the Board of Directors and made effective from 15th May, 2015.

SEBI has vide notification dated 31 December 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 1 April 2019. As required under the said Regulations, a revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), (hereinafter referred to as the "Code") has been framed and adopted by the Board of Directors of the Company. The said Code shall supersede the earlier Code and shall be effective from 1 April 2019.

4. Definitions

"Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 has not been carried out to evade or circumvent the prohibitions of the said regulations.

"Unpublished Price Sensitive Information" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which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 include but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel; and

Capitalized terms and other terms used but not specifically defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable laws or regulations, including the amendments thereon, as the case may be.

5. Prompt Public disclosure of Unpublished Price Sensitive Information

Company will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, listing agreement executed with the stock exchanges, SEBI Insider Regulations and other applicable laws, Company shall make prompt disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. Company shall disseminate the Unpublished Price Sensitive Information uniformly and universally without any selective disclosure.

6. Chief Investor Relations Officer

The CIO will deal with the dissemination and disclosure of Unpublished Price Sensitive Information. In addition to CIO, the following persons ("Authorised Spokespersons") are also authorized to communicate with the Investors/media in co-ordination with the CIO:

- Chairman
- Managing Director ;
- Deputy Managing Director
- CFO; and
- Company Secretary

The Company Secretary in coordination with the CIO shall disseminate/ disclose the information to the stock exchanges where the Securities of the Company are listed.

7. Prompt disclosure of information that get disclose inadvertently or selectively

Company shall also promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the Stock Exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the consultation of the CIO, the CIO and the Company Secretary should be informed about the same as soon as possible and they may take such action to ensure that such information is generally available.

8. Appropriate and fair response to queries on news reports

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. The CIO may also decide whether a public announcement is necessary for verifying or denying rumors and in case it is necessary, the Company should make a public announcement for either verifying or denying the rumors.

9. Information shared with analyst and research personnel

Company shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information.

10. Unpublished Price Sensitive Information on need to know basis.

Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e. unpublished price Sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

11. Sharing of Unpublished Price Sensitive Information for legitimate purpose.

Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an insider for the purpose of the said Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations.

12. Digital Database of recipient of Unpublished Price Sensitive Information.

A Structural Digital database containing the names of such persons or entities as the case may be with whom unpublished Price Sensitive Information is shared along with PAN or other identifier authorized by law where PAN is not available shall be maintained with adequate internal control and checks.

13. Modification and Amendments

Company reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchange where the Securities of the Company are listed.

14. Miscellaneous

14.1 Quarterly Earnings Release Conference Calls

After issuance of each quarterly earnings release, Company may hold a quarterly conference call. Company will furnish the quarterly earning press release to the stock exchanges where its Securities are listed before the commencement of quarterly conference call, Company will also make available the transcript or records of the conference call at its website.

14.2 Other requirements

The Company shall ensure the compliance of other application provisions of SEBI Insider Regulations in this regard.

This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of Company.