



ZENLABS ETHICA LIMITED

**Code of Practices and Procedures for fair disclosure
Of unpublished price sensitive information**

Annexure I

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. OBJECTIVE OF THE CODE OF FAIR DISCLOSURES

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and fair disclosure of unpublished price sensitive information which would impact the price of the Company's Securities, to maintain the uniformity, transparency, and fairness in dealing with all stakeholders, to determine legitimate purpose for which UPSI may be shared and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

2. PROMPT DISCLOSURE OF PRICE SENSITIVE INFORMATION

- The Company will strive to make prompt public disclosure of unpublished price sensitive information (UPSI) in an accurate, fair and timely manner, that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available to the public.
- The Company shall endeavour to make uniform and universal dissemination of UPSI and shall avoid making selective disclosure once the information is ready to be made generally available.
- In case UPSI gets disclosed selectively, then the information shall be promptly disseminated, to make such information generally available.

3. OVERSEEING AND COORDINATING DISCLOSURE

- The Company secretary of the Company shall be Chief Investor Relations Officer ("CIRO") for the purpose of this Code. The Employees of the Company handling the UPSI are responsible to inform the CIRO about such UPSI, once the information becomes concrete and credible. The CIRO shall be responsible for administration of this code, dissemination and disclosure of information or UPSI in compliance with this code.
- If information is accidentally disclosed without prior approval out of accidental omission, selectively, inadvertently or otherwise, then the person responsible shall inform the CIRO immediately, even if the information is not considered price sensitive. The CIRO shall promptly take appropriate corrective actions, including informing to Stock Exchanges, to make the information generally available.

4. RESPONDING TO MARKET RUMOURS

- Any queries on news reports or requests for verification of market rumours by Stock Exchanges or any other regulatory authority should be forwarded immediately to the CISO who shall provide prompt, appropriate and fair response to such queries.

5. DISCLOSURE /DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, RESEARCH PERSONNEL AND INSTITUTIONAL INVESTORS

- Authorised spokesperson that interacts with analysts and research personnel on behalf of the Company must only use the publicly available information while dealing with analysts and research personnel and shall make sure that information shared with them is not UPSI.
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- No person shall share the UPSI with any other person except on a need-to-know basis and for legitimate purpose.
- While sharing the UPSI with the recipient, the recipient shall be informed that they shall maintain utmost confidentiality of UPSI and shall not trade or advise anyone to deal in securities of the Company while in possession of UPSI, until such UPSI become generally available or irrelevant/redundant and they shall comply with SEBI (Prohibition of Insider Trading) Regulations 2015.

6. MODIFICATION AND AMENDMENTS

- The Company reserves all right to modify and/or amend this Code of Fair Disclosure at any time.
- This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of the Company

II. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

The policy for determination of legitimate purpose is also a forming part of Code of Fair Disclosure pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

1. "LEGITIMATE PURPOSE" means sharing of information in the ordinary course of business by an insider with promoters, promoter group, employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or any other intermediary or fiduciary, provided such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. ISSUE OF NOTICE TO THE RECIPIENT OF UPSI: Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" in term of Regulation 3(28) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and due notice shall be given to such persons with regard to their obligation to maintain confidentiality of such UPSI, in compliance with the Regulations.

The said notice shall be given to such insider to inform:

- (i) that the information shared is or would be UPSI.
- (ii) to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- (iii) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations, failing which, the Company would have the right to initiate appropriate legal action.

3. SHARING OF UPSI FOR "LEGITIMATE PURPOSES"-No Insider shall communicate, provide, or allow access to any UPSI except where such communication is in furtherance of legitimate purposes. Sharing of UPSI by an Insider shall be determined for a "legitimate purpose" if:

- i. it conforms with the statutes applicable to the Company;
- ii. it is taken pursuant to performance of duties or discharge of legal/ regulatory obligation(s);
- iii. it conforms to the business of the Company/ is in the ordinary course of business of the Company;
- iv. it is undertaken by a person to fulfil the obligations of his/ her role with respect to the Company;
- v. the action is executed in a manner which can be considered fair, transparent and effective;
- vi. the action does not lead to 'market abuse':
- vii. the action does not result into personal benefit of any Connected Person.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

4. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

In terms of Regulation 3 (5) of the Regulations, the Board of Directors shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN, Is not available. Structured Digital Database shall contain the Information as prescribed under the Regulations. 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.

The database shall be maintained for a minimum period of 8 years or in case of receipt of any information regarding any enforcement or Investigation proceedings, the relevant information shall be preserved till the completion of such proceedings.