



Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India
Telephone : 2248-7071, 2248-6936
E-mail : sec@zenithexportsltd.net
CIN : L24294WB1981PLC033902

CODE OF PRACTICES AND PROCEDURES

AND

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)

PART - A

PREAMBLE

Zenith Exports Limited (hereinafter referred to as “the Company” or “ZEL”) had introduced a Code of Conduct for prohibition of Insider Trading in accordance with the requirements of the Securities and Exchange Board of India (“SEBI”) (Prohibition of Insider Trading) Regulations, 1992. The said Code was approved by the Board of Directors at their meeting held on 13th February, 2019 & updated on 13th August, 2022.

Subsequently, pursuant to the amendment of the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which is effective from April 1, 2019, the Board of Directors reviewed this Code and have approved the same through resolution by circulation dated 24.02.2024, it is to be applicable with effect from 1st March, 2024.

The Objective of the Code

This Code has been prepared by adopting the standards set out in Schedule A and Schedule B of the Regulations, as amended, in order to regulate, monitor and report trading by its employees and other Connected Persons towards achieving compliance with the Regulations.



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PART - B

DEFINITIONS

For the purposes of this code, the words and expressions given below shall carry the meaning as stated hereinafter.

- B.1. “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- B.2. “**Board**” shall mean the Securities and Exchange Board of India;
- B.3. “**Board of Directors**” means the Board of Directors of the Company;
- B.4. “**Company**” means Zenith Exports Limited or ZEL;
- B.5. “**Compliance Officer**” means the Company Secretary of the Company or any other person, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, designated by the Board of Directors as Compliance Officer from time to time.

For the purpose of this clause B.5., “financially literate” person means a person who has the ability to read and understand basic financial statements i.e. balance sheet, statement of profit and loss and statement of cash flows;

- B.6. “**Connected Person**” means-
 - i. any person who is or has during the six months prior to the concerned act been associated with the 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 between himself and the Company



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whether temporary or permanent, 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. an immediate relative of connected persons specified in clause i. above; 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 recognised 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 the Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest.

B.7. **“Designated Persons”** shall include -

- a. Promoters of the Company;
- b. Directors of the Company;
- c. Key Managerial Personnel (KMP) of the Company;
- d. Employees in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor Relations, Human Resource, Business Excellence, Branding, IT and Team handling the Business & Operations, as may be determined by the Compliance Officer;
- e. Other employees designated by the Compliance Officer from time to time;
- f. Any support staff of the Company such as IT staff or Secretarial staff who have access to



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- Unpublished Price Sensitive Information;
- g. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
 - h. Chief Executive Officer (CEO) and employees upto two level below CEO of the Company and material subsidiary, irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information.
 - i. Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and
 - j. Immediate relative of (a.) to (i.) above.
- B.8. **“Director”** means a director appointed to the Board of Directors of the Company;
- B.9. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis;
- B.10. **“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;
- B.11. **“Insider”** means any person who is:
 - a. a Connected Person; or
 - b. in possession of or having access to Unpublished Price Sensitive Information;
- B.12. **“Material Subsidiary”** shall have the meaning assigned to it under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or modification thereof;
- B.13. **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013;
- B.14. **“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment or modification thereof;



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- B.15. “**Promoter Group**” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment or modification thereof;
- B.16. “**Regulations**” shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendment or modification thereof;
- B.17. “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- B.18. “**Stock Exchange**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
- B.19. “**Takeover Regulations**” means SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any amendment or modification thereof;
- B.20. “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;
- B.21. “**Trading Day**” means a day on which the recognized stock exchanges are open for trading; and
- B.22. “**Unpublished Price Sensitive Information**” (abbreviated as “UPSI”) 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 including but not restricted to, information relating to the following: –
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and



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- e. changes in key managerial personnel.

Words and expression used and not defined in this Code of Conduct, but defined in the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013, and rules and regulations made thereunder, shall have the meaning respectively assigned to them in those regulations.

PART – C

APPLICABILITY

This Code shall apply to all Insiders and Designated Persons.

PART - D

RESTRICTION ON COMMUNICATIONS AND TRADING BY INSIDERS

D.1. Communication or procurement of Unpublished Price Sensitive Information.

- a. Notwithstanding anything contained in this Code, 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 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 sharing of such information is in the best interests of



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- iii. the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least 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.
- b. For the purpose of clause D.1.a. above, the Board of Directors 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 of D.1.a. above, and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

Policy for determination of "Legitimate Purposes"

In line with clause 2A of Regulation 3 of Regulations and any modification(s) / amendment(s) thereto, Policy for determination of legitimate purposes is as under:

- a. "Legitimate purpose" shall mean Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- b. No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to securities of the Company or securities proposed to be listed by the Company, to any person including other insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- c. No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to securities of the Company or securities proposed to be listed by the Company, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- d. Any person in receipt of Unpublished Price Sensitive Information pursuant to Legitimate Purpose shall be considered an insider for the purpose of this Code and due notice shall be given to such persons to maintain confidentiality of Unpublished Price Sensitive Information in compliance with the Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him, in compliance with the Regulations.



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- e. Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion acquisition in the stake of other entities, change in KMP's, etc. shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.
- f. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.
- g. Trading by insiders including promoters, non-individual insiders when in possession of Unpublished Price Sensitive Information shall be governed by Regulation 4 of the Regulations.

D.2. Trading Plans.

- a. 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.
- b. Such trading plan shall –
 - i. not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;
 - ii. not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than 12 months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;



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- 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 of the Company for market abuse.
 - c. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
 - d. The trading plan once approved shall be irrevocable and the insider 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.

Provided that the implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid a violation of this Code or Regulations.

- e. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

PART- E

DISCLOSURE OF TRADING BY INSIDERS

E.1 General Provisions



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- a. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.
 - b. The disclosures to be made by any person under this Code and, or, the Regulations shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
 - c. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.
 - d. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

E.2 Disclosures by certain persons

a. Initial Disclosures

Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or a member of the Promoter Group, to the Company, within seven days of such appointment or becoming a Promoter or member of the Promoter Group. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in in such form as may be specified;

b. Continual Disclosures

- i. Every employee of the Company, Designated Person and member of the Promoter Group 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 in excess of Rs. 10 lacs. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in in such form as may be specified. For avoidance of doubt, it is clarified that acquisition or disposal would include creation, revocation or invocation of pledge of the securities.
- ii. The Compliance Officer of the Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.



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Explanation - It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause b. i. above.

c. Disclosures by other Connected Persons

The Company may at its own discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code and the Regulations. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in in such form as may be specified.

PART - F

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

F.1. The Company,

- a. shall make prompt public 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.
- b. shall ensure uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- c. appoints Compliance Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
- d. shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e. shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.



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- f. shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
 - g. shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company, to ensure official confirmation and documentation of disclosures made.
 - h. shall ensure that all the Unpublished Price Sensitive Information are handled on a need to-know basis.

PART – G

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

G.1 Duties of Compliance Officer

- (a) He shall maintain a record of Promoter, member of Promoter Group, Designated Persons and any changes made therein.
- (b) He may in consultation with the Chairman / Executive Director and shall as directed by the Board, specify the prohibited period from time to time and immediately make an announcement thereof to all concerned.
- (c) He shall maintain a record of prohibited period specified from time to time.
- (d) He shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Unpublished Price Sensitive Information', 'pre-clearing of Designated Persons' trades, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- (e) He shall maintain records of all the declarations submitted in the appropriate form under this Code for a minimum period of five years.
- (f) He shall place before the Board, on a quarterly basis all the details of the dealing in the securities by the Designated Persons with relevant documents that such persons had executed under the pre-dealing procedure as envisaged in this Code. He shall also provide the said details, on a quarterly basis, to the Chairman of the Audit Committee of the Board or to the Chairman of the Board.
- (g) He shall from time to time inform the Stock Exchanges of any Unpublished Price Sensitive Information on immediate basis.
- (h) He shall intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received.



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- (i) He shall be responsible for overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.
- (j) He shall inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of any such violation.
- (k) He shall review and grant approval of the trading plan in compliance with Regulation 5 of the Regulations for trading in the securities of the Company.

G.2. Preservation of "Unpublished Price Sensitive Information"

Insiders including Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Insiders including Designated Persons shall not 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. Following practices should be followed in this regard:

2.1 Need to know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company, where it is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

2.2 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

2.3 Chinese Wall

- a. To prevent the misuse of confidential information, the Company has laid down Chinese Wall procedures which separate those areas of Company that routinely have access to confidential information, considered "inside areas" from those which provide support services and teams of sales and marketing, considered "public areas".
- b. The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- c. The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- d. All Unpublished Price Sensitive Information is to be handled on "need to know basis",



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i.e., 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.

- e. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

G.3. Prohibition on dealing, communicating or counselling on matters relating to Insider Trading

No Insider shall –

- (a) either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any Unpublished Price Sensitive Information; and
- (b) communicate, counsel or procure, directly or indirectly any Unpublished Price Sensitive Information to any person. However, these restrictions shall not be applicable to any communication required in furtherance of Legitimate Purposes or performance of duties or discharge of legal obligations.

G.4. Trading Restrictions

All Designated Persons shall be subject to trading restrictions as enumerated below:-

4.1 Trading Window

The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess Unpublished Price Sensitive Information.

During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities.



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The Designated Persons of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

4.2 The trading window shall be, inter-alia, closed at the time of:-

- (a) not later than end of every quarter till 48 hours after declaration of financial results (quarterly, half-yearly and annual);
- (b) Declaration of dividends (interim and final);
- (c) Issue of securities by way of public/ rights/bonus, etc.;
- (d) Any major acquisition/ expansion plans or execution of new projects;
- (e) Amalgamation, mergers, takeovers and buy-back;
- (f) Disposal of whole or substantially whole of the undertaking;
- (g) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect prices of the securities of the Company.

4.3. The period of closure of the trading window, except for clause 4.2(a), shall be effective from the date on which the Company sends intimation to the Stock Exchange advising the date of the Board Meeting, up to 48 hours after the Unpublished Price Sensitive Information is submitted to the Stock Exchange / made public.

4.4 All Designated Persons of the Company shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

4.5 The trading window restrictions mentioned in sub-clause 4.4 shall not apply in respect of:

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

Explanation : In case of any pledge of shares (including by way of top-up) to be created by a designated person in order to meet the requirement under an agreement / pre-existing commitment, the compliance officer shall respond to the pre clearance request within 24 hours.



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- (b) 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 buyback offer, open offer, delisting offer.

G.5. Pre-clearance of trades

Any Designated Person (including immediate relatives) of the Company, who intend to trade in the securities of the Company during free period exceeding market price of Rs.5,00,000/- shall require to pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Compliance Officer is authorised to change the limit of market dealing of Rs.5,00,000/- from time to time.

5.1 Pre-dealing Procedure

An application for pre-clearance of trade shall be made via a formal letter to the Compliance Officer by such Designated Person incorporating, inter-alia, the following clauses, as may be applicable:

- (a) That the Designated Person does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- (b) That in case the Designated Person has access to or receives "Unpublished Price Sensitive Information" after signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) That he or she has not contravened the provisions of this Code or Regulations, as amended, from time to time.
- (d) That he or she has made a full and true disclosure in the matter.
- (e) The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.
- (f) The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.



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- (g) The Compliance Officer shall retain copies of all applications and acknowledgements.
- (h) In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed trade is on the basis of possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.
- (i) If so requested by the Compliance Officer, the Designated Person must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

5.2 Other restrictions

The Designated Person shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Designated Person must pre-clear the transaction again.

The Designated Persons shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Persons permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade. The restriction on contra trades shall not be applicable for trades pursuant to exercise of stock options.

In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer via formal letter with proper justification.

G.6. Half - yearly / Annual Disclosures

In addition to disclosures mentioned under Part E of this Code, all Designated Persons of the Company shall be required to forward following details to the Compliance Officer:

- (a) All holdings in securities of the Company at the time of joining the Company in the format set out in in such form as may be specified, as amended from time to time;



Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India
Telephone : 2248-7071, 2248-6936
E-mail : sec@zenithexportsltd.net
CIN : L24294WB1981PLC033902

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- (b) In respect of existing Designated Persons, all holdings in securities of the Company as on the date specified by the Compliance Officer in the format set out in Form G, as amended from time to time;
 - (c) Statement of any transactions in securities of the Company, whether pre-clearance of trade was obtained or not, in the format set out in in such form as may be specified, as amended from time to time, on a half-yearly basis within 10 days from the end of half year;
 - (d) Annual statement of all holdings in securities of the Company in the format set out in in such form as may be specified, as amended from time to time, as on March 31 of each year, before April 15 of that year; and
 - (e) Disclose names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis and as and when the information changes: i) immediate relatives; ii) persons with whom such Designated Person(s) shares a material financial relationship; and iii) Phone and mobile numbers which are used by them.

It is clarified that the term “material financial relationship” shall have the meaning assigned to it under the Regulations.

Further, by April 30, 2019, the Designated Person(s) or within 30 days of being designated as a Designated Person, the name(s) of educational institutions from which Designated Person(s) have graduated and name(s) of their past employers shall be disclosed to the Compliance Officer.

G.7 Records of disclosures received by the Company

The Compliance Officer shall maintain records of all the declarations in the appropriate Form given by the Designated Persons for a minimum period of five years.

The Compliance Officer shall place before the Board of Directors, on a quarterly basis all the details of the dealing in the securities by the Designated Persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

G.8. Procedure and Penalty for contravention of this Code

The Company shall follow the policies and procedures formulated for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and accordingly initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board promptly of such leaks, inquiries and results of such inquiries.



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Any Designated Person, who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action will be taken by the Company.

Designated Persons of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage salary freeze, suspension, withholding of promotions, recovery, clawback, etc. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

G.9. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI promptly on becoming aware of the violations of the Regulations.