

ZEN TECHNOLOGIES LIMITED

Code of Conduct for Senior Management

Applicability of the Code

This Code of Conduct (Code) applies to the Senior Management i.e., one level below the Board of 'Zen Technologies Limited' (the Company).

Introduction

This Code for Senior Management helps in maintaining and following the standards of business conduct of the Company. The purpose of the Code is to deter wrongdoing and promote ethical conduct in the Company. The matters covered in this Code are of the utmost importance to the Company, its stakeholders and business partners. Further, these are essential, so that we can conduct our business in accordance with our stated values.

The public and/or shareholders must be confident that the Senior Management of the Company fulfill its responsibilities with integrity and within the framework of the laws of the Country under which the organization or business has jurisdiction. Adherence to the following principles will allow members to pursue their governance mandate, foster harmonious relations among the Senior Management and other employees of the organization and facilitate mutual respect and public confidence.

Guidelines for Conduct

1. At the time of joining the Organization or on promoting to the Senior Managerial level, the managerial personnel shall **sign their affirmation** pledging to uphold the letter and spirit of this Code of Conduct, Ethics and Standards as prescribed below.
2. The Senior management shall attend and actively participate in the meetings to be conducted by the Managing Director / Whole time Director / Vice President or such other person as the circumstances permit, including voting on motions and making policy and other duties as prescribed. Where a decision is not unanimous, a dissenting Managerial Person may disclose the fact that he/she dissented. However, he shall be bound by the decision taken by the meeting.
3. The Senior Managerial persons shall dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties.
4. The Senior Managerial Persons shall always conduct their business in a manner that does not conflict with the public interest and dignity of the individual, with respect and commitment to the rights of the public in accordance with the principles and laws of the land.

5. No Senior Managerial person shall purport to speak on behalf of his Department except the Chief of the Department, unless they have the authority to do so. If a managerial person expresses disagreement with the Department's decision, he/she must clearly state that the view is personal, in an unabusive manner and must not denigrate the integrity of the organization.
6. The Managing Director will appoint a senior level officer of the Company as 'Spokesman' who would interact with the media/ radio/ press. No other officer except with the permission of MD will make any statement in press/ media. No officer of the Company can criticize the Company in any article / in radio/ TV broadcast, etc.
7. The managerial persons shall maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the managerial person or anyone other than the Company. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed.
8. Senior Managerial persons shall not abuse their position to obtain advantage for themselves, family members or close associates, and/or demonstrate abuses of authority.
9. Managerial personnel under investigation for any offence of a serious nature shall temporarily withdraw from all the important activities of the organization, until the completion of the investigation and subsequent judicial proceedings and, in the event of finding of guilt, shall resign or be removed by due process from the Organization.
10. Managerial personnel must serve loyally, without self-interest and free from conflicts with other commitments including advocacy or interest groups. This accountability also supersedes the personal interest of any managerial person acting in an individual capacity and recipient of the organization's services.
11. Senior Managerial Personnel must avoid any conflict of interest with respect to their fiduciary responsibilities.
 - (1) There shall be no direct or indirect self dealing or any conduct or private business of personal services between any managerial person and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - (2) Senior Managerial personnel shall not use their positions to obtain for themselves, family members or close associates, employment within the organization.

12. Any breach of the Code of Conduct, Ethics and Standards shall be recorded by the immediate superior and one or more of the following methods shall be invoked:

- (1) a decision by the Managing Director ordering for an investigation by an independent third party who will facilitate the request;
- (2) A Board motion calling for the subject member of the Senior Management to appear before the Board and be subject to censure by way of admonishment, caution and/or reprimand.

Disclosure

The Senior management personnel shall affirm the compliance with the Code on annual basis. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director / CEO of the company.
