



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS ()**

(Effective from April 01, 2019)

This Policy is only an Internal Code of Conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI (Prohibition of Insider Trading), Regulations, 2015, as may be amended from time to time and the Insider Trading - Code of Conduct of ZEN to ensure compliance of the SEBI Act, Guidelines, Regulations, Circulars and other related statute(s) / law(s) on Prohibition of Insider Trading, as may be applicable to the Company for time being in force.

ZEN TECHNOLOGIES LIMITED

(ISO : 9001 : 2008 & ISO 27001 : 2005 Certified)

Regd. Office : B-42, Industrial Estate, Sanathnagar
Hyderabad - 500 018, Telangana, INDIA

Phone : +91 40 23813281, 23811205, 23811206

Phone : +91 40 23812894, Fax : +91 40 23813694/4894

Email: investors@zentechnologies.com

Website: www.zentechnologies.com

Corporate Identity Number: L72200TG1993PLC015939

*(**) Amendments to Insider Trading -Code of Conduct are adopted by the Board of Directors of the Company by way of circular resolution passed on March 31, 2019 pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.*

*(**) Amendment to Insider Trading -Code of Conduct is adopted by the Board of Directors of the Company at its Meeting held on February 1, 2020 pursuant to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations 2019.*

TABLE OF CONTENTS

S. No	Contents	Page No.
1	Introduction	2
2	Objective	2
3	Definition of Terms	2
4	Compliance Officer	5
5	Prohibition on communication or procurement of unpublished price sensitive information	5
6	Prohibition of Trading when in possession of unpublished price sensitive information	7
7	Trading Restrictions	7
8	Trading Window	8
9	Pre-clearance of transactions	9
10	Disclosures of Trading required to be furnished by Insiders	10
11	How and when people are brought 'Inside' on sensitive transactions	11
12	Penalty/Punishment For Contravention of Code	11
13	Intimation to SEBI	12
14	Clarifications / Enquiries	12
15	Miscellaneous	12
16	SEBI Informant Mechanism (Pursuant to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations 2019) (Effective from December 26, 2019)	12
16.1	Informant Mechanism Scheme	12
16.2	Protection against retaliation and Victimization	12
	Annexure	
1	Application for Pre-Clearance of Trade	13
2	Statement of Shareholdings at the time of Pre-Clearance	14
3	Undertaking to be submitted along with the Application for Pre-Clearance	15
4	Pre-clearance Order	16
5	Confirmation of Deal	17
6	Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)	18
7	Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)	19
8	Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)	20
9	Transactions by other Connected Persons as identified by the Company	21

1. Introduction

The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading Regulations) 2015 (“Regulations”) on January 15, 2015 replacing the two-decade old insider trading norms in India. A need was felt to systematically review and provide a more robust and efficient mechanism in line with the global norms and standards to curb insider trading in India. Thus, the new Regulations are formulated in order to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework.

These regulations called the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as ‘the Regulations’) shall come into force from 14 May 2015.

Regulation 9(1) of the Regulations requires the Board of Directors of every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to the Regulations, without diluting the provisions of these Regulations in any manner.

In compliance with the above requirements, the Board of Directors of the Company formulated a code of conduct to regulate, monitor and report trading by Insiders in substitution to the existing code of conduct for prevention of Insider Trading.

2. Objective

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Promoter, Director, Officer, Designated Person, Insider and Connected person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Director, Officer, Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating / or counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.

To achieve these objectives, Zen Technologies Limited (hereinafter referred to as “the Company”) hereby notifies that this code of conduct is to be followed by all Directors, Officers, Designated Person, connected persons and Promoters and persons belonging to the Promoter Group.

3. Definition of terms

(a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(b) “Board” means the Board of Directors of the Company;

- (c) **"Code"** or **"Code of Conduct"** shall mean the Code of Internal Procedures and Conduct to Regulate, Monitor and Report of trading by insiders of Zen Technologies Limited as amended from time to time;
- (d) **"Company"** means Zen Technologies Limited;
- (e) **"Compliance officer"** means the Company Secretary of the Company for the purpose of these Regulations;
- (f) **"Connected person"** means,-
- (i) any person who is or has during the six months prior to the concerned act been 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 between himself and the company 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); 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 immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- (g) **"Designated Persons"** include
- (i) All Promoters of the Company;
 - (ii) Directors of the Company and its material subsidiaries;
 - (iii) Chief Financial Officer (CFO) and Compliance Officer;
 - (iv) All Employees in the cadres of General Managers, Chief General Managers, Vice Presidents, Senior Vice Presidents and other employees having access to unpublished price sensitive information;
 - (v) Auditors of the Company

- (vi) Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, to be decided by the Chairman and Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis;
 - (vii) Any support staff of the Company such as IT staff who have access to unpublished price sensitive information;
 - (viii) Any other person associated with the Company or by being in any contractual, fiduciary or employment relationship or holds a position including a professional or business relationship between himself and the Company, whether temporary or permanent, and who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company and
 - (ix) Such other persons as may be identified by the the board of directors in consultation with Compliance Officer.
 - (x) Immediate relatives of i to ix above;
- (h) **"Director"** means a Director appointed to the Board of Directors of the Company;
- (i) **"Employee"** means every employee of the Company including the Directors in the employment of the Company;
- (j) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
- (k) **"Immediate relative"** of a person 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;
- (l) **"Insider"** means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- (m) **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013;
- (n) **"Pre-clearance of Trade"** means prior approval for trading / dealing in the securities of the Company;
- (o) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- (p) **"Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- (q) **"Securities"** include shares, stocks, bonds, debentures, debenture stock, derivatives, employee stock options or other marketable securities of a like nature excluding non-

convertible debentures and 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;

- (r) **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (s) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (t) **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
- (u) **"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) Periodical financial results of the company;
 - (ii) intended declaration of dividends (both interim and final);
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel.

The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

Words and expressions used and not defined in these regulations but defined in 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 shall have the meanings respectively assigned to them in those legislations.

4. Compliance Officer

The Compliance Officer shall be responsible for:

- a. monitoring adherence to the rules for preservation of "Unpublished Price Sensitive Information";
- b. issuing notifications for any modifications in the policies, procedures and rules;
- c. pre-clearing trades of Designated Persons;
- d. monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company;
- e. Maintaining records of all the declaration(s) submitted by Insiders.
- f. Addressing any clarifications regarding the Regulations and the Company's Code of Conduct.

5. Prohibition on communication or procurement of unpublished price sensitive information

Insider shall not provide or allow access to any person and any person shall not procure from or cause the communication by any insider of unpublished price sensitive information,

relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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

- 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 proposed transaction is in the best interests of the Company; or
- 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 proposed transaction is in the best interests of 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.

However, 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 furtherance of legitimate purposes, performance of duties or discharge of legal obligations and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

Following practices should be followed in this regard.

Need to know

All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

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. Paper Shredder should be used for the destruction of physical files.

Structured digital database

The Board shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared which shall contain the following information:

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represent
- (iii) Postal Address and E-mail ID of such recipient
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Board shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

6. Prohibition of Trading when in possession of “Unpublished Price Sensitive Information”

Insider shall not trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

Insider shall also not trade in securities of the Company except when the Trading Window is open and is not in the possession of unpublished price sensitive information.

The restrictions stated above shall not apply to:

(a) a transaction that is an off-market inter-se transfer between Promoters who were in possession of the same unpublished price sensitive information without being in breach of these Rules and both parties had made a conscious and informed trade decision;

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

(b) in the case of non-individual insiders: –

(i) 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

(ii) 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;

(c) Trades pursuant to a Trading Plan set up in accordance with these Rules.

In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons.

7. Trading Restrictions

Trading plan is to enable the Insider to plan for trades to be executed in future in a compliant manner, subject to the following conditions:

7.1 Trading Plan

An insider shall be entitled to formulate a trading plan for not less than 12 (Twelve) months for trading 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.

7.2 Trading Plan shall:

- (i) Be commenced after statutory cool off period of six months from the public disclosure of the plan and after obtaining clearance from the compliance officer;
- (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.

7.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

7.4 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.

However, 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. 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.

Further, the Insider shall also not be allowed to trade 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.

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

8. Trading Window

8.1 A notional trading window as specified herein below shall be used as an instrument of monitoring trading by the Designated Persons:

- i. The trading period, during which trading on Stock exchanges is permitted as hereinafter provided is called "trading window";
- ii. The trading window shall be, inter alia, closed from the end of every quarter till 48 hours after the declaration of financial results
- iii. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- iv. When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities in such period.
- v. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the

purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) Above or during any other period as may be specified by the Company from time to time.

- vi. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

8.2 The Compliance Officer shall intimate the closure of trading window to all the designated Persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

8.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, which shall be forty-eight hours after the information, becomes generally available.

9. Pre-clearance of transactions

Designated persons and Insiders of the Company who intend to trade in the securities of the company in excess of 5,000 shares or value of which exceeds Rs 5,00,000/-, whichever is lower, in one transaction or a series of transactions over a calendar quarter, shall apply in the prescribed form as provided in **Annexure 1** to the Compliance Officer for pre-clearance together with necessary undertakings along with a statement of holdings at the time of pre-clearance as prescribed in **Annexure 2**, provided the Designated Person or the Insider is not in possession of unpublished price sensitive information while executing the Trade.

No designated person shall apply for pre-clearance and the Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of unpublished price sensitive information even though the trading window is open.

An undertaking as provided in **Annexure 3** shall be executed in favor of the Company by such designated persons and shall be submitted along with Application for pre-clearance of Trade.

The Compliance Officer may, after being satisfied that the application and undertaking/s submitted by the Designated Person are true and accurate, approve or reject the application within two working days of the receipt of application for pre-clearance as prescribed in **Annexure 4**.

The Designated person shall execute the trades for which pre-clearance has been obtained within 7 trading days following the date of approval. The details of the transaction shall be communicated forthwith to the compliance officer in **Annexure 5**. In case, the person is unable to execute the order within 7 trading days following the date of approval, a fresh application for pre-clearance (as mentioned above) shall be made.

All Designated persons who were permitted to trade shall not execute a contra trade during the next six months following the prior transaction. All Designated persons shall also not take positions in derivative transactions in the shares of the company at any time.

In case a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

A Designated Person who trades in securities without complying with the preclearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

10. Disclosures of Trading required to be furnished by Insiders

Every public disclosure by the Insider shall be made in such form as may be specified or notified by SEBI from time to time.

The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

The disclosures made under this Code shall be maintained for a minimum period of five years.

Initial Disclosures:

- a) Every promoter, member of promoter group, key managerial personnel and director of the company shall within thirty days of these regulations taking effect (i.e., 14 May 2015) disclose to the company the details of holdings of securities of the company, including that of their immediate relatives as on the date of these regulations taking effect (i.e., 14 May 2015) in **Form A: Annexure 6**;
- b) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his/her holdings of securities of the company, including that of their immediate relatives as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in **Form B: Annexure 7**.

Continual Disclosures:

- (a) Every promoter, member of promoter group, designated person and director of the company shall disclose to the company on a continuing basis in **Form C: Annexure 8**, the total 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, of him/her and his/her immediate relatives, from the last disclosure made, aggregates to a traded value in excess of Rs. 10,00,000/-.

The disclosure shall be made within two trading days of:

- a. The receipt of intimation of allotment of shares, or
 - b. The acquisition or sale of shares or voting rights, as the case may be.
- (b) The Compliance Officer shall within two trading days of receipt of the disclosure or from becoming aware of such information shall disclose the particulars of such trading to the stock exchanges.
- (c) Every Designated person shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of the following persons to the Company 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 as defined in the regulation.
 - iii. Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Disclosures by other connected persons:

The Company may, at its 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 as prescribed in **Form D: Annexure 9** and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

11. How and when people are brought 'Inside' on sensitive transactions

When any person who is in possession of or having access to unpublished price sensitive information, the person will be considered as inside.

The Inside person shall comply with this policy and also the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

12. Penalty/Punishment For Contravention of Code

An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.

Any director, officer, designated person and all connected persons of the company who trades in securities of the company or communicates any information enabling the trading in securities of the company, in violation/contravention of this code shall be held guilty and penalized and appropriate action shall be taken by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, withholding of promotion, termination of the employment/contract, or such other action as the Company may in this regard deem fit.

The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations.

13. Intimation To SEBI

In case the Compliance Officer and / or the company observe that there has been violation of these Regulations, the Compliance Officer shall inform SEBI of such violations for appropriate action. SEBI can initiate necessary proceedings for violation of any of these Regulations.

14. Clarifications / Enquiries

The Compliance Officer may be contacted for all queries and as to the interpretation and application of this Code.

15. Miscellaneous

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

Any change in the Policy shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

16. SEBI Informant Mechanism (Pursuant to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations 2019) (Effective from December 26, 2019)

16.1 Informant Mechanism Scheme:

Any employee can voluntarily submit original information relating to alleged violation of this insider trading code that has occurred, is occurring or has a reasonable belief that it is about to occur, to the Office of Informant Protection of SEBI in the format and manner set out in Schedule D to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019.

16.2 Protection against retaliation and Victimization

You will be protected against any adverse action and/ or discrimination as a result of a reporting to SEBI under this Scheme, provided it is justified and made in good faith. The organization is forbidden from taking any adverse action against you for exercising your right as above.

Adverse action is defined as:

- Discharge
- Termination of service
- Demotion
- Suspension
- Threatening
- Harassment
- Discrimination against employment

APPLICATION FOR PRE-CLEARANCE OF TRADE

To,
The Compliance Officer
Zen Technologies Limited
B-42, Industrial Estate, Sanathnagar,
Hyderabad – 500 018, Telangana

Dear Sir / Madam

Application for Pre-clearance of Trade in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

1. Name of the applicant:
2. Designation / Nature of Relation:
3. PAN:
4. Contact No:
5. Employee ID No.*(if applicable):
6. Nature of securities held:
*Equity shares / Debentures / Other Securities
7. Number of securities in the company held as on date:
8. Nature of proposed dealing for which approval is sought:
9. Estimated number of securities proposed to be acquired / subscribed/ sold:
10. Folio No.*/ DP ID No. & Client ID No.*:
11. Current market price as on the date of application:
12. Whether the proposed transaction will be through stock
Exchange/s or off-market trade:

I enclose herewith the Undertaking signed by me along with statement of holdings.

**Delete whichever is not applicable*

Place:

Signature:

Date:

Name:

STATEMENT OF SHAREHOLDINGS AT THE TIME OF PRE-CLEARANCE

To,
The Compliance Officer,
Zen Technologies Limited
B-42, Industrial Estate
Sanathnagar, Hyderabad – 500 018

Details of shareholdings

Name, PAN, Complete Address with Telephone No.	Designation / Nature of Relation	No. of Shares held as on date (date of application for pre-clearance)	Folio No. / DP ID & Client ID	Nature of trading for which approval is sought	No. of shares/value of shares to be dealt

I / We hereby declare that the shares to be sold have been held by me / us for a minimum period of six months.

**Delete whichever is not applicable*

Signature:

Name:

Date:

Place:

UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR PRE-CLEARANCE

I, _____, _____ of the Company residing at _____, am desirous of trading in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction, undertake that:

- a) I shall not enter into any opposite transaction during the next 6 months from the date of the proposed transaction.
- b) I have no access to nor do I have any information that could be construed as "*Unpublished Price Sensitive Information*" as defined in the Code up to the time of signing this undertaking;
- c) In the event that I have access to or received 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 trading in the securities of the Company until such information becomes public;
- d) I have not contravened the provisions of the code of conduct for prevention of insider trading as notified by the company from time to time;
- e) In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.
- f) I shall execute my order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, I undertake to obtain fresh pre-clearance for the transaction again.
- g) To submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- h) I have made full and true disclosure in the matter;

Place:

Signature:

Date:

Name:

PRE-CLEARANCE ORDER

To,
Name:
Designation:
Place:

With reference to your application dated _____, this is to inform that your request for trading in _____ (nos.) or _____ worth shares of the Company is approved. Please note that the said transaction must be completed on or before _____ (date) that is within seven trading days from today.

In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Date:
Place:

For **Zen Technologies Limited**

Compliance Officer

Encl: Format for submission of details of transaction

CONFIRMATION OF DEAL

(DISCLOSURE OF TRANSACTIONS)

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Zen Technologies Limited
B-42, Industrial Estate, Sanathnagar,
Hyderabad – 500 018, Telanagana

I hereby inform that in furtherance of the pre-clearance order dated _____ for purchase / sale of _____ shares, I

- have not bought / sold/ subscribed any securities of the Company
 - have bought/sold/subscribed to _____ securities as mentioned below on _____ (date)
- (strike out whichever is not applicable)*

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID & Client ID/Folio No	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature:

Name:

Date:

Place:

Designation:

Employee ID No:

FORM A
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: Zen Technologies Limited
 ISIN of the company: INE251B01027

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.		Number of Units (contracts * lot size)	Notional value in Rupee terms	Number of Units (contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

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)]**

Name of the company: Zen Technologies Limited
ISIN of the company: INE251B01027

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP / Directors/immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter /appointment of Director /KMP		Open Interest of the Option Contracts held at the time of becoming Promoter /appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of Units (contracts * lot size)	Notional value in Rupee terms	Number of Units (contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

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

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)]**

Name of the company: Zen Technologies Limited
ISIN of the company: INE251B01027

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

FORM D (Indicative format)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by other connected persons as identified by the company

Name of the company: Zen Technologies Limited
 ISIN of the company: INE251B01027

Name, PAN No., CIN/DIN, & address of Connected Persons, as identified by the Company with contact nos.	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place: