

# **ZENOTECH LABORATORIES LIMITED**

## **CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

### **INTRODUCTION**

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Zenotech Laboratories Limited (hereinafter referred to as "the Company") in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

The purpose of this Code is to recognize and deal with ethical issues and to develop a culture of honesty and accountability.

The Company is committed to maintaining the highest standards of ethical conduct. This Code reflects the business practices and principles of behaviour that support this commitment.

We expect every Director, every member of the Senior Management to read and understand this Code and its application to the performance of his or her responsibilities.

### **OBJECTIVE**

The Code has been drafted in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Companies Act, 2013 to:

- a) Set standards of corporate governance by complying with laws, rules and regulations applicable to the Company and applicable policies and procedures adopted by the Company and to fulfill the responsibilities to stakeholders.
- b) Set and implement high standards of transparency, integrity, accountability and corporate social responsibility in all dealings.

### **APPLICABILITY**

This code shall be applicable to the following persons:

1. Whole-time Directors including the Chairman of the Company
2. Directors other than the Whole-time Directors
3. All Senior Management Personnel

## **CODE OF CONDUCT**

The Board of Directors and Senior Management will always act in the best interests of the Company and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board of Directors and Senior Management, in accordance with the authority conferred on him or her and shall, without prejudice to the foregoing, always:

### **A. Legal Honest and Ethical Conduct**

The Directors and senior management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. The Directors and Senior Management Personnel of the Company shall act with due care, competence and diligence, without allowing their independent judgment to be subordinated.

Honest conduct is a conduct that is free from fraud or deception. Ethical conduct is ethical handling of actual or apparent conflicts of interest between personal and professional relationship.

### **B. Conflict of Interest**

The Directors and senior management shall not engage in any business, relationship or activity which might conflict with the interest of his / her company or that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions.

### **C. Corporate Opportunities**

The Directors and senior management shall not exploit directly or indirectly for his/her personal gain, opportunities that are discovered through the use of the Company's property (including intellectual property), information or position.

### **D. Use and Protection of Company's Assets**

Every Director and Senior Management Personnel should use the Company's assets for legitimate business purposes of the Company.

### **E. Confidentiality**

The Directors and Senior Management Personnel should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The

Directors and Senior Management Personnel and his or her immediate family members shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the group, which is not in the public domain and thus constitutes insider information. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or the disclosure of which might be harmful to the company or its Associates.

#### **F. Fair Dealing**

The Directors and Senior Management Personnel should endeavor to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

#### **G. Disclosure of Interest**

The Directors and Senior Management Personnel should disclose the necessary information to the Company and the Board of Directors at regular intervals in respect of declarations required to be made under Applicable Law, including the Companies Act, 2013 as amended, details of related parties and details of any material financial and commercial transactions where a conflict of interest is likely.

#### **H. Compliance with the “Code of Conduct for Prevention of Insider Trading”**

The Directors and Senior Management Personnel should comply with the provisions of the Code of Conduct for Prevention of Insider Trading of the Company at all times.

#### **I. Compliance with Laws & Regulations**

The Directors and Senior Management Personnel should comply with all the applicable laws, rules and regulations for the time being in force both in letter and in spirit.

#### **DUTIES OF INDEPENDENT DIRECTORS SHALL BE TO:**

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Strive to attend the general meetings of the company;

- Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- Keep themselves well informed about the company and the external environment in which it operates;
- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- Act within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- Comply with the Articles of Association of the company, Code of Conduct for Independent Directors, any relevant internal guidelines and codes, including (but not limited to) the Code of Conduct for Board and Senior Management and Company's Code on Insider Trading.
- Promptly declare, so far as you are aware, the nature of any interest, whether direct or indirect, in any contract or proposed contract entered into by the Company.

## **ACKNOWLEDGEMENT**

The Directors and Senior Management Personnel of the company shall acknowledge receipt of the Code and confirm having received and read the Company's "Code of Ethics and Business Conduct" (the "Code") and agree to comply with the code.

# **ZENOTECH LABORATORIES LIMITED**

## **ANNUAL COMPLIANCE REPORT**

I \_\_\_\_\_ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT during the financial year ending 31st March, \_\_\_\_\_.

Signature \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Note: To be submitted on or before 31<sup>st</sup> May each year.