



## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) OF ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED**

The Board of Directors of Zicom Electronic Security Systems Limited (the Company) have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. In consonance with the principles of fair disclosure specified in SEBI (Prohibition of Insider Trading Regulations), 2015 (Insider Trading Regulations), the Company would adhere to the following Code of Practices and Procedures for Fair Disclosure in respect of Unpublished Price Sensitive Information (UPSI) (“this Code”) relating to the Company and / or its securities in letter as well as in spirit. This Code shall be applicable w.e.f. April 1, 2019.

### **A. OBEJECTIVE:**

To ensure timely and adequate disclosure of unpublished price sensitive information.

### **B. PRINCIPLES OF FAIR DISCLOSURE OF UPSI:**

1. To promptly make public disclosure of unpublished price sensitive information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make disclosures of unpublished price sensitive information, as and when made, in a uniform and universal manner through stock exchanges where its equity shares are listed. Selective disclosure of unpublished price sensitive information is to be avoided.
3. To designate a senior officer to act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. To promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. To develop best practices to make transcripts or records of proceedings of meetings with analysts and of other investor relations conferences on its official website [www.zicom.com](http://www.zicom.com) to ensure official confirmation and documentation of disclosures made therein.
8. To handle all unpublished price sensitive information on a need-to-know basis only.



9. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

**C. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES:**

The Policy for determination of “Legitimate Purposes” is annexed and forms part of this Code.

**D. REVIEW OF CODE:**

The Board of Directors of the Company may amend / substitute any provision(s) with a new provision(s) or replace this Code with a new Code. Any amendment(s) in the statutory / regulatory requirements shall be binding even if not incorporated in this Code.

- E. This Code shall be published on the Official Website of the Company [www.zicom.com](http://www.zicom.com).**

## POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE(S)

### 1. This Policy is effective from April 1, 2019.

The Policy forms part of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”. This Policy shall be strictly adhered to by every Insider of the Company.

### 2. Communication of UPSI pursuant to Legitimate Purpose

“Legitimate Purpose” shall include sharing of UPSI in the **ordinary course of business**, on a need-to-know basis, by an Insider with:

- a) Designated persons;
- b) Partners;
- c) Collaborators;
- d) Lenders;
- e) Customers;
- f) Suppliers;
- g) Merchant bankers;
- h) Legal advisors;
- i) Auditors;
- j) Insolvency professionals;
- k) Other advisors or consultants;
- l) Credit rating agencies;
- m) Bankers;
- n) Such other person as may be decided by the Compliance Officer from time to time.

provided that such sharing has not been carried out to evade or circumvent the prohibition of the Insider Trading Regulations.

Purposes involving sharing of UPSI, which shall be deemed to be legitimate, shall include, but will not be limited to the following:

- i. facilitating conduct of due diligence for undertaking any transaction in the ordinary course of business; and
- ii. preparation of financial statements.

### **3. Conditions for sharing of UPSI**

Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons which would inter-alia include the following:-

- a) The information shared is in the nature of UPSI.
- b) To maintain confidentiality of such UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations.
- c) Not to trade in securities of the Company while in possession of UPSI.
- d) The recipient shall obtain the Company’ prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

### **4. Trading when in possession of UPSI**

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

### **5. Maintenance of Structured Digital Database**

The Company shall maintain a structured digital database of the persons with whom UPSI is shared, as required under the Insider Trading Regulations. The database shall inter-alia contain the names of persons or entities with whom information is shared under the Insider Trading Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

### **6. Penalties and Fines applicable in case of violation of the Policy**

Any sharing of UPSI, other than in compliance with the Policy and the Insider Trading Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary.

In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company shall also inform SEBI about the violation.

### **7. Policy Adherence Responsibility**

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.

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