

**ZEAL GLOBAL SERVICES LIMITED**

**Policy and procedures for inquiry in case of leak of  
Unpublished price sensitive information**

[Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2018]

**Approved by Audit Committee and Board of Directors Meeting held on 10.04.2023 (w.e.f  
from 10.04.2023)**

<b><u>"Unpublished price sensitive information" - UPSI</u></b>	
	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 include but not restricted to, information relating the following: <ul style="list-style-type: none"><li>- Financial results;</li><li>- Dividends;</li><li>- Change in capital structure;</li><li>- Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;</li><li>- Changes in key managerial personnel.</li></ul>
<b><u>"Insider"</u></b>	
	Means any person who is: <ul style="list-style-type: none"><li>- a connected person; or</li><li>- in possession of or having access to unpublished price sensitive information</li></ul>
<b><u>"Internal controls" includes;</u></b>	
	<ul style="list-style-type: none"><li>- all employees who have access to UPSI are identified as a designated employee</li><li>- all the UPSI shall be identified and its confidentiality shall be maintained</li><li>- adequate restrictions shall be placed on communication</li><li>- Confidentiality agreements shall be signed or notice be served to all such employees and persons</li><li>- Periodic review to evaluate effectiveness by Audit Committee</li></ul>
<b><u>"Disciplinary Action"</u></b>	
	means any action that can be taken on the completion of/during the investigation proceedings including but not limited to a warning, imposition of a fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
<b><u>"Disclosure of UPSI"</u></b>	
	means a concern raised by a written communication made in good faith that discloses the UPSI information it entails an obligation to make an open offer under the takeover regulations where the board of directors of the company is of opinion that sharing of such information is in the best interests of the Company.
<b><u>SCOPE OF THE POLICY</u></b>	
	<ul style="list-style-type: none"><li>- The policy intends to cover serious concerns that could have a grave impact on operations and performance of the business of the Company;</li></ul>

*Umesh Anand*



- This policy is an extension of the Zeal Global Services Limited
- Code of Internal Procedures and Conduct for Regulating Monitoring and Reporting of Trading by Insiders;
- Insiders should not act on their own in conducting any investigation activities;
- Any untrue allegations will not be taken up and investigated and appropriate action will be taken for the same;
- Appropriate and fair enquires and verification on market rumours;

#### **INVESTIGATION AND PROCEDURE OF INQUIRY**

- Board of Directors authorise the immediate superior of the department and the Company secretary & Compliance Officer of the Company to initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.
  - How to Report;
- must report all suspected violations to
- i. Your Immediate Superior
  - ii. CS and Compliance Officer; at \_\_\_\_\_

If you have reason to believe that your immediate supervisor or the Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of Zeal Global Services Limited at:

To  
 The Chairman  
 Audit Committee  
 Zeal Global Services Limited  
 A-261-262, Third Floor, Street No. 6,  
 Mahipalpur Extension, New Delhi-110037

- The investigation shall be completed normally within 45 days of the receipt of the complaint
- If it is not completed within 45 days, the Compliance office shall provide proper explanations to the Chairman of the Audit Committee for the delay.
- Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.
- All reports under this Policy will be promptly and appropriately investigated and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.
- Everyone working for or with the Company, should cooperate in the investigation of reports of violations
- Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action, including termination of employment.
- If, at the conclusion of the investigation, the Company determines that a violation has occurred, the Company will take effective remedial action



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	<p>commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.</p> <ul style="list-style-type: none"><li>- All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.</li></ul>
<b>REVISION</b>	
	<p>The Audit Committee or the Board of Directors of Zeal Global Services Limited can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with central, state or local regulations and/or accommodate organizational changes within the Company.</p>



*Chiranjit Anand*