



ZODIAC
VENTURES LTD

29th March 2019

To,

The Corporate Communication Department

Bombay Stock Exchange Limited

Dalal Street, Fort, Mumbai 400001

**SUB: Amended Code of Practices and Procedures for Fair Disclosure of
Unpublished Price Sensitive Information ("Code of Fair Disclosures")**

REF: Scrip Code: 503641

Dear Sir,

We wish to inform you that pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors of the Company in its Meeting dated 29th March 2019 has formulated and adopted the Amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosures") as required under Regulation 8(2) of SEBI(Prohibition of Insider Trading) Regulation, 2015.

Further in compliance with Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulation, 2015, please find enclosed herewith a copy of the same which has also been uploaded on the website of the Company.

Thanking You,

Sincerely,

For Zodiac Ventures Limited

Avinash Agarwal

Company Secretary

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosures")

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of Zodiac Ventures Limited (the Company) has formulated the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information ("Code of Fair Disclosures") which were approved by the Board of Directors of the Company at its meeting held on 30th May, 2015.

In compliance of SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 (notified by SEBI on December 31, 2018), the Board of Directors of the Company has approved the amendments (which will be applicable from 1st April, 2019) to Code of Fair Disclosures at its meeting held on 29th March, 2019. The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure fair disclosure of events and occurrence that could potentially impact price of listed securities of the Company in the market.

Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished prices sensitive information to avoid selective disclosure.
3. Assigning of Company Secretary as a Chief Investor Relations Officer to deal with Dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively in advertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.



6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need to know basis.
9. Unpublished Price sensitive information shall be given by company to stock exchanges promptly and shall be uploaded on Company's official website www.zodiacventures.in, in order to make the information generally available.
10. Sharing of unpublished price sensitive information shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants shall be considered as "Legitimate Purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
11. Any person in receipt of unpublished price sensitive information pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of this Code and the Regulations and such persons are also required to maintain confidentiality of such unpublished price sensitive information in compliance with this Code and the regulations.
12. A Structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for Legitimate Purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
13. Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

*Note: Clauses 9 to 13 incorporated pursuant to SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018 shall come into effect from 1st April, 2019)

