CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Code Change log			
Version	**Issued on**	**Effective from**	**Purpose of change**
			New Code release

NEOLITE ZKW LIGHTINGS LIMITED

(Formerly known as Neolite ZKW Lightings Private Limited)

CIN: U74899DL1992PLC050702| Website: https://neolitezkw.com | Telephone: +91 01145028224

Registered office:N-13, 2nd Floor South Extension Part-I, South Delhi, New Delhi, India, 110049

1. Introduction

Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, ("**SEBI (Prohibition of Insider Trading) Regulations, 2015**") requires the board of directors of every listed company to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information ("**Code**").

The board of directors of the company, whose securities are listed on a stock exchange, shall formulate a stated framework Code for fair disclosure of events and occurrences that could impact price discovery in the market for its securities and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in the regulations, without diluting the provisions of these regulations in any manner. In light of the aforesaid, this Fair Disclosure Code is framed as per Model Code prescribed under Schedule A of the SEBI PIT Regulations.

2. Objective and Scope

The Fair Disclosure Code aims to preserve the confidentiality of unpublished price sensitive information ("**UPSI**") and the timely and adequate disclosure of UPSI and maintain uniformity, transparency and fairness in dealing with all its stakeholders. Neolite ZKW Lightings Limited ("**Company**") shall make timely and accurate disclosures of UPSI that would impact price discovery based on applicable legal and regulatory requirements.

3. Definitions

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 the rules and regulations made thereunder, as the case may be or in any amendment thereto.

4. Principles of Fair Disclosure of UPSI

In order to adhere to the principles as mentioned in Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015, Company shall:

4.1. Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

4.2. Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website.

4.3. Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on the Company's website.

4.4. Put on the Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

4.5. Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

4.6. Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumours by regulatory authorities such as stock exchanges, etc.

(Note: The Company shall not comment on every market rumour unless it is required to do so in terms of the SEBI Regulations).

4.7. Ensure that information shared with analysts and research personnel is not UPSI.

4.8. Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, wherever required as per law, available on the Company's website to ensure official confirmation and documentation of disclosures made.

4.9. Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI may however be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company. The "Policy for determination of legitimate purposes" is as under:

a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the Company.

c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

5. **CHIEF INVESTOR RELATIONS OFFICER (CIO)**

(i) The Board of Directors has appointed a CIO, who will be reporting to the Chairman & Managing Director of the Company, to deal with dissemination of information and disclosure of UPSI. The CIO may be contacted by e-mail at: Brajesh.Tiwary@Neolitezkw.com

(ii) The CIO shall be responsible for compliance of this Fair Disclosure Code.

(iii) Employees of the Company shall not respond under any circumstances to enquiries from the stock exchanges, the media or others unless authorised to do so by the CIO.

6. EFFECTIVE DATE

Provisions of the regulations under this Code shall be applicable to the Company from the date when the securities of the company are listed on Stock Exchanges.

In the event of any inconsistency or conflict between the provisions of this Code and the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the provisions of the said Regulations shall prevail, to the extent of such inconsistency or conflict.

7. AMENDMENTS TO THE FAIR DISCLOSURE CODE:

The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

Any subsequent amendment/ modification in the SEBI Regulations impacting the provisions of this Fair Disclosure Code shall automatically apply and the relevant provision(s) of this Fair Disclosure Code shall stand modified and / or amended to that extent, even if not incorporated herein.