

### **Policy on dealing with Related Party-Transactions**

1. Zenith Exports Limited (“Zenith Exports” or “Company”) is governed, by the rules and regulations framed by Securities Exchange Board of India (“SEBI”). SEBI has mandated every listed Company to formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.
2. The Company shall not enter into any contract or agreement with a Related Party without approval of the Audit Committee. Prior Approval of the Audit Committee shall be obtained for all Related Party Transactions.
3. The Audit Committee may, in the interest of the conduct of affairs of the Company, grant omnibus approval for related party transactions that are repetitive in nature, subject to the following conditions:
  - A. All transactions which are identified as related party transactions should be pre-approved by the Audit Committee before entering into such transaction. The Audit Committee shall consider all relevant factors while deliberating the related party transactions for its approval.
  - B. The Audit Committee shall review, at least on a quarterly basis, the details of related given. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
  - C. In the event any contract or arrangement with a related party is not in the ordinary course of business or at arm’s length, the Company shall comply with the provisions of the Companies Act’2013 and the Rules framed thereunder and obtain approval of the Board or its Shareholders, as applicable, for such contract or arrangement.

### **Limitation and Amendment**

In the event of any conflict between the provisions of this Policy and of the Act SEBI (“LODR’2015”) (“Listing Regulations”) or any other statutory enactments, rules, the Provisions of such Act or SEBI (“LODR’2015”) (“Listing Regulations”) or statutory enactments, rules shall prevail over this policy. Any subsequent amendment/ modification in the Listing Regulations, Act and/ or applicable laws in this regard shall automatically apply to this policy.