POLICY FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING IN SECURITIES BY INSIDERS

THE POLICY AND OBLIGATIONS

1. INTRODUCTION

Orient Technologies Limited ["OTL"] in compliance of the Section 195 of the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof, implementing a policy for prevention of insider trading and code of conduct to regulate, monitor and report trading in securities by insiders. Insider trading means trading in Securities of a Company by its Directors, Employees, or other Insiders while in possession of Unpublished Price Sensitive Information ("UPSI"). Such trading by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital market.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interest of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto and the same were made applicable to all companies whose securities were listed on Indian StockExchanges.

OTL believes in adhering to the highest standards of transparency and fairness in dealing with all stakeholders and aims to institutionalize strong governance processes to ensure that no Insider uses his or her position, with or without the knowledge of the Company, for personal benefit, or to provide benefits to any third party. Further, under the SEBI Regulations, even sharing of information which is not mis-used, is considered a violation unless required. Thus, information needs to be shared only on a "need to know" basis.

The Board of Directors of the Company has always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the Shareholders in the Company. Accordingly, the Company has framed " POLICY FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORT ING OF TRADING IN SECURITIES BY INSIDERS" which is binding on the Designated Persons during the course of performance of their duties. The Company recognizes that strict observance of the Code is a basic pre-requisite for ensuring full confidentiality of all "Unpublished Price Sensitive Information" and to build general Investor confidence and Stakeholder credibility. Unless otherwise stated, this Policy applies to every Director, Promoter, member of Promoter Group, Employees and Designated Persons of all the Subsidiaries, Joint Ventures and Associates (whether in or outside of India) of the Company (collectively or individually).

2. DEFINITIONS

i. **Act** means Securities and Exchange Board of India Act, 1992.
ii. **Audit Committee"** means Audit Committee of the Board constituted under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 by the Company.
iii. "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Orient Technologies Limited as amended from time to time.
iv. **Board of Directors** means the Board of Directors of the Company.
v. **Company** means Orient Technologies Limited.
vi. **Compliance Officer** means the Company Secretary of the Company.
vii. **Connected Person** means any person who is or has:

(a) during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers; or

(b) any person who is or has during the two months prior to the concerned act been associated with the mutual fund, asset management company and trustees, directly or indirectly, in any capacity including by reason of frequent communication with its officers;

(c) by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directlyor indirectly, access to unpublished price sensitive information or is reasonably expected to allow suchaccess; and

(d) by being in any contractual, fiduciary or employment relationship or by being a director, officer or employee of the asset management company and trustee or holds any position including a professionalor

business relationship with the mutual fund or asset management company or the trustees, whethertemporary or permanent, that allows such a person, direct or indirect access to unpublished price sensitive information or is reasonably expected to allow such access.

The Person enumerated below shall be deemed to be a connected person if such person hasaccess to UPSI or is reasonably expected to have access to UPSI unless the contrary is established.

a) A Relative of connected persons specified in clause (i); or
b) A holding company or associate company or subsidiary company; or
c) An intermediary as specified in section 12 of the Act or an employee or director thereof; or
d) An investment company, trustee company, asset management company or an employee or director thereof; or
e) An official of a stock exchange or of clearing house or corporation; or
f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
g) A member of the board of directors or an employee, of a public financial institution as defined in Section 2(72) of the Companies Act, 2013; or
h) An official or an employee of a self- regulatory organization recognized or authorized by the SEBI; or
i) A banker of the company; or
j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten percent of the holding or interest;
k) A firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
l) A person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

viii. **Contra Trade** means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting an opposite transaction involving sell or buy following the earlier transaction.

ix. **Dealing in Securities** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

x. **Designated Persons** shall include:
(a) Promoters of the Company;
(b) Directors of the Company;
(c) Key Managerial Personnel (KMP) of the Company;
(d) Employees in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor Relations, Human Resource, Business Excellence, Branding, IT and Team handlingthe Business & Operations, as may be determined by the Compliance Officer;
(e) Other employees designated by the Compliance Officer from time to time;
(f) Any support staff of the Company such as IT staff or Secretarial staff who have access to UnpublishedPrice Sensitive Information;
(g) Employees of material subsidiaries of the Company designated on the basis of their functional roleor access to Unpublished Price Sensitive Information in the organization by their board of directors;
(h) Chief Executive Officer (CEO) and employees upto two level below CEO of the Company and material subsidiary, irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information;
(i) Any other Connected Person designated by the Company in consultation with the Compliance Officerbased on their function and role; and
(j) Immediate relative of (a) to (i) above.

xi. **General Available Information** means information that is accessible to the public on a non- discriminatory basis. (Note: Information Published on the website of a stock exchange, would ordinarily be considered generally available). "Generally Available" with respect to information shall be construed accordingly and shall not include unverified event or information reported in print or electronic media.

xii. **Immediate relative** means a spouse of a Designated Person, and includes parent, sibling, and child of such Designated Person or of the spouse, any of whom is either dependent financially on such Designated Person or consults such person in taking decisions relating to trading in securities.

xiii. **Insider means any person who is:**
A connected person; or
in possession of or having access to unpublished price sensitive information.

xiv. **Key Managerial Personnel** means a person as defined in Section 2(51) of the Companies Act, 2013.

xv. **Material financial relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

xvi. **Promoter** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

xvii. **Promoter Group** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment or modification thereof.

xviii. **Proposed to be listed** shall include securities of an unlisted company:
(a) if such unlisted company has filed offer documents or other documents, as the case may be, with the SEBI, stock exchange(s) or registrar of companies in connection with the listing; or
(b) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013.

xix. **Regulations** shall mean the SEBI ((Prohibition of Insider Trading) Regulations,2015 or any amendment or modification thereof.

xx. **Restricted list** shall mean a list of companies prepared and available in the Company (listed or in process of listing with a recognised stock exchange) which are customers of the Company and from whom Company has received or may receive any unpublished price sensitive information during its dealing with the said Company.

xv. **Securities** shall have the meaning assigned to it under Section 2(h) of the Securities Contracts (Regulation) Act, 1956 or any modification thereof.

xvi. **Takeover Regulations** means the Securities and Exchange Board of India (Substantial Acquisition ofShares and Takeovers) Regulations, 2011 and any amendment thereof.

xvii. **Trading** means and includes subscribing, redeeming, switching buying, selling, dealing, or agreeing tosubscribe, redeem, switch, buy, sell, deal in any securities, and trade shall be construed accordingly.

xviii. **Trading Day** means a day on which the recognized stock exchanges are open for trading.

xix. **Unpublished price sensitive information or UPSI** means any information, relating to a company or its securities, and pertaining to a scheme of a mutual fund directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securitiesand shall, ordinarily including but not restricted to, information relating to the following:

- Financial Results (Quarterly, Half-Yearly and Annually);
- Dividends (Interim and Final);
- Change in Capital Structure;
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- Change in rating(s), other than ESG rating(s);
- Fund raising proposed to be undertaken;
- Agreements, by whatever name called, which may impact the management or control of the company;
- Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- Admission of winding-up petition filed by any party /creditors and admission of application by the

Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

- Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting misstatement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- Action(s) initiated, or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- Giving guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals Change in the accounting policy;

Explanation 1- For the purpose of sub-clause (i):

a) 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b) 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

3. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

3.1 Communication or procurement of Unpublished Price Sensitive Information:

a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information,relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

b. Notwithstanding anything contained in the regulation, an Unpublished Price Sensitive Information maybe communicated, provided, allowed access to or procured, in connection with a transaction that would:

i. entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;

ii. not attract the obligation to make an open offer under the Takeover Regulations but where the Boardof Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

c. For the purpose of clause 3.1.b. above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of 3.1.b. above, and shall not otherwise trade

in securities of the Company when in possession of Unpublished Price Sensitive Information.

3.2 Legitimate purposes

In line with clause 2A of Regulation 3 of Regulations and any modification(s)/ amendment(s) theretoPolicy for determination of legitimate purposes is as under:

a. **"Legitimate purpose**" shall mean Sharing of UPSI in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
b. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these 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. No insider shall communicate, provide or allow access to any UPSI, relating to a company or its securities listed or proposed to be listed, to any person including other insiders, except where suchcommunication is in furtherance of legitimate purposes, performance of duties or discharge of legalobligations;
d. No person shall procure from or cause the communication by an insider of UPSI, relating to the Company or its securities listed or proposed to be listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
e. 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 and effective system of internal controls will also be laid out tosecure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc. The structured digital database should be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digitaldatabase shall be preserved till the completion of such proceedings.
f. Trading by insiders including promoters, non-individual insiders when in possession of UnpublishedPrice Sensitive Information shall be governed by Regulation 4 of the Regulations.

4. TRADING PLANS

a) An Insider shall formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. The Compliance Officer shall review and approve the Trading Plan, if it complies with the SEBI Regulations and shall disclose the Trading Plan to the Stock Exchanges.
b) Trading Plan shall:
An insider shall be entitled to formulate a trading plan that complies with the SEBI Regulations ("trading plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan. The Compliance Officer shall review and approve the Trading Plan, if it complies with the SEBI Regulations and shall disclose the Trading Plan to the Stock Exchanges.

Trading plan shall:

i. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
ii. not entail overlap of any period for which another trading plan is already in existence;
iii. set out following parameters for each trade to be executed:
a) either the value of the trade to be effected or the number of securities to be traded;
b) nature of the trade;
c) either specific date or time period not exceeding five consecutive trading days;

d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

(i) for a buy trade: the upper limit shall be between the closing price on the day before submission of the trading plan and upto twenty percent higher than the closing price;

(ii) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty percent lower than such closing price.

iv. not entail trading in securities for market abuse.

Explanation:

(i) The parameters specified in sub-clauses (i), (ii) and (iii) shall be mandatorily disclosed for each trade. The parameter specified in sub-clause (iv), relating to the price limit, shall be optional.

(ii) Where a price limit is specified under sub-clause (iv), it shall be rounded off to the nearest whole number.

(iii) In the event of corporate actions, such as a bonus issue or stock split, occurring after the approval of the trading plan as Annexure-A, the insider may, with the prior approval of the Compliance Officer, make appropriate adjustments to the number of securities and/or the price limit specified in the trading plan. Such adjustments shall be promptly notified to the stock exchange(s) where the securities of the Company are listed.

4.1 The Compliance Officer shall consider and review the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

4.2 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either to execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

4.3 The Compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

4.4 However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer. the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

4.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

4.6 In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

a. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

b. Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial)

was bona fide or not.

c. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

d. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per this Code of Conduct.

Insider shall submit trading plan along with the declaration and application in the format as specified in the Annexure A of the Policy.

(i) PROHIBITION ON INSIDER TRADING

An Insider shall not, directly, or indirectly-

a. Trade in securities that are listed or proposed to be listed when in possession of UPSI Provided

that the restriction in 5 (a) above shall not apply to:

i. A transaction that is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of these policy and both parties had made a conscious and informedtrade decisions.

ii. The transaction was carried out through the block deal window mechanism between persons who werein possession of the unpublished price sensitive information without being in breach of regulation 3 andboth parties had made a conscious and informed trade decision. Provided that such UPSI was not obtained by either person under sub-regulation (3) of regulation 3 of the Regulations.

iii. The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry outa bona fide transaction.

iv. The transaction in question was undertaken pursuant to the exercise of stock options in respect of whichthe exercise price was pre-determined in compliance with applicable regulations.

v. In the case of non-individual insiders:

the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not inpossession of such unpublished price sensitive information when they took the decision to trade; and appropriate and adequate arrangements were in place to ensure that these regulations are not violatedand no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

vi. The trades were pursuant to a trading plan set up in accordance with the policy.

a. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

b. The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

(ii) TRADING WINDOW AND WINDOW CLOSURE

4.1 The trading period, i.e. the trading period of the stock exchanges, called 'trading window", is available for trading in the Company's securities.

i. The trading window shall be closed from First day immediately after end of the quarter or such other day as may be decided by the Compliance Officer till the end of 48 (forty-eight) hours after the financial results (quarterly, half yearly and annually) are declared by way of submission to the Stock Exchanges.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

ii. The trading window shall be, inter alia, closed prior to and during the time the unpublished price sensitive information is published, as may be deemed fit by the Compliance Officer in stipulation of the applicable

regulations.

iii. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed

4.2 Designated Persons shall not trade in the Company's securities when the trading window is closed. However, the following transactions can be carried out, when the trading window is closed:

i. *Off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
iii. transaction to be carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
iv. exercise of options at pre-determined exercise price in compliance with applicable regulations.
*Note: The insider is required to report such off-market trades within two working days and further the company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information

4.3 The trading window restrictions mentioned in this sub-clause shall not apply in respect of–

i. Off-market Inter-se transfer between insiders who were in possession of UPSI;
ii. Transaction through Block deal window mechanism between insiders who were in possession of UPSI;
iii. Transaction due to statutory or regulatory obligations;
iv. Trade pursuant to duly approved Trading plan;
v. Creation/release of pledge for bona fide purpose such as raising of funds;
vi. Transactions pursuant to the exercise/grant/sale of stock options, in respect of which the exercise price was pre-determined in compliance with applicable regulations.
vii. Transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

4.4 The Compliance Officer shall intimate the closure of trading window to such person as required when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

4.5 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

4.6 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

5. PRE CLEARANCE OF TRADE IN SECURITIES:

a) All Designated Person or their Immediate Relative, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs.10 Lakhs (market value) or 1% of total shareholding, whichever is less for the financial year, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence, he shall not be allowed to trade.

b) The Compliance officer may, after being satisfied that the application and undertaking are true and accurate, approve trading by a Designated Person, on the condition that the trade so approved shall be executed within seven trading days following the date of approval.

c) The Compliance Officer may grant the pre-clearance in after –
   i. seeking such information as may be necessary from the applicant;
   ii. confirming the accuracy of declaration submitted by applicant that he is not in the possession of unpublished price sensitive information at the time of signing the application;
   iii. Confirming that in case the Specified Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
   iv. confirming that the applicant has not done any prior contra trade within the period of six months;
   v. confirming that the securities for which pre-clearance has been sought is not covered under the restricted list;
   vi. Confirming that he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time
   vii. That he/she has made a full and true disclosure in the matter

d) The Designated Person shall, within two days of the trade, submit the details of such trade to the Compliance Officer as per Annexure A to this policy. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.

e) If the pre-cleared trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the proposed transaction again.

However, contra trade restrictions shall not be applicable for trades executed pursuant to exercise of stock options.

A Designated Person who trades in securities without complying with the pre-clearance procedure as envisaged in the policy or give false undertaking and /or makes misrepresentations in the undertaking executed by him/ her while complying with the pre-clearance procedure shall be subject to the penalties as envisaged in the policy.

(iii) PROHIBITION ON CONTRA TRADE WITHIN SIX MONTHS

A Designated Person who is permitted to trade (buyor sell) shall not execute a contra trade (sell or buy) any number of securities for the next six months following the prior transaction unless permission in this regard has been obtained from Compliance Officer. This restriction is not applicable for trades carried out in accordance with the approved trading plan. In case a contra trade is executed within 6 months inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for creditto the Investor Protection and Education Fund administered by the SEBI under the Act. This provision shallnot be applicable for trades pursuant to exercise of employee stock option.

(iv) DISCLOSURE OF TRADING BY INSIDERS

8.1 General Provisions

a) Every public disclosure shall be made in the forms as prescribed under the Regulations from time to time.
b) The disclosures to be made by any person under this policy

- shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.

c) The disclosures made under this part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

8.2 Disclosures by Certain Persons

A) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in the form annexed to this policy as **Annexure B**.

B) Continual Disclosure

Every Promoter, member of promoter group, designated person and director of the Company shall disclose as per prescribed form mentioned under SEBI (Prohibition of Insider Trading) Regulation, 2015, to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transaction over any calendar quarter, aggregates to a traded value in excess of **Ten Lakh Rupees** or such other value as may be specified by SEBI.

The disclosure shall be made within two working days of receipt of disclosure or from becoming awareof such information.
The above disclosures shall be made in the form as specified in **Annexure C** to this policy.

C) Disclosure to the Stock Exchange

The Compliance Officer shall notify the stock exchanges, particulars of the trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

D) Disclosure by other connected persons

The Compliance Officer may, require any other connected person or class of connected persons to disclose the holding and trading in securities of the Company per form annexed as **Annexure D.**

E) Annual Disclosure

Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis within 30 days from the end of the financial year and as and when when the information changes, the Designated Person shall inform the Company of such change promptly as per **Annexure E**.

i). Immediate Relatives
ii). persons with whom such Designated Person(s) shares a Material Financial Relationship
iii). Phone numbers including mobile numbers which are used by the above persons

In addition, the names of educational institutions from which designated persons have graduated andnames of

their past employers shall also be disclosed on a one-time basis to the Company.

(v) CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

Duties of Compliance Officer

The Compliance officer shall report to the board of directors of the Company and in particular shall provide reports to the Chairman of the Audit Committee, if any or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than once in a year.

They shall be responsible for setting forth the policies, procedure, maintenance of records, monitoring adherence to the policy for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the Company. In the performance of their duties, the Compliance officer shall have access to all information and documents relating to the securities of the Company.

a) He/She shall maintain a record of Promoter, member of Promoter Group, Designated Persons and anychanges made therein.
b) He/She may in consultation with the Chairman / Executive Director and shall as directed by the Board,specify the prohibited period from time to time and immediately make an announcement thereof to all concerned.
c) He/She shall maintain a record of prohibited period specified from time to time.
d) He/She shall be responsible for setting forth policies, procedures, monitoring adherence to the policy for the preservation of 'Unpublished Price Sensitive Information', 'pre-clearing of Designated Persons' trades, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
e) He/She shall maintain records of all the declarations submitted in the appropriate form under this Code for a minimum period of five years.
f) He/She shall place before the Board, on a quarterly basis all the details of the dealing in the securities by the Designated Persons with relevant documents that such persons had executed under the pre- dealing procedure as envisaged in this Code. He/She shall also provide the said details, on a quarterlybasis, to the Chairman of the Audit Committee of the Board or to the Chairman of the Board.
g) He/She shall from time to time inform the Stock Exchanges of any Unpublished Price Sensitive Information on immediate basis, in accordance with the applicable disclosure requirements under the PIT Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").
h) He/She shall intimate to all Stock Exchanges on which the securities of the Company are listed such information as is required to be disclosed under applicable law, within the prescribed timelines.
i) He/She shall be responsible for overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to Stock Exchanges, analysts, shareholders, and media and educating staff on disclosure policies and procedure.
j) He/She shall inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of any such violation.
k) He/ She shall review and grant approval of the trading plan.
l) The Compliance Officer shall approve adjustments, wherever applicable, to the number of securities and price limits specified in an approved trading plan on account of corporate actions relating to bonus issues and stock splits, in accordance with the PIT Regulations, and notify such adjustments to the Stock Exchanges on which the securities of the Company are listed.
m) In the event of full or partial non-implementation of an approved trading plan by an Insider, the Compliance Officer shall place the relevant intimation, together with the Insider's submissions and the Compliance Officer's recommendation to accept or reject such submissions, before the Audit Committee at its immediately succeeding meeting, in accordance with the PIT Regulations.
n) The Compliance Officer shall ensure the maintenance of a Structured Digital Database ("SDD") containing the nature of UPSI, the names of persons who have shared such UPSI and the names of persons with whom such

UPSI has been shared, together with their Permanent Account Numbers or any other identifier authorised by law where the Permanent Account Number is not available. The SDD shall be maintained in accordance with the PIT Regulations, including the applicable requirements relating to the time of entry, preservation of records and audit trail.

o) The Compliance Officer shall ensure the effective implementation of the policy and procedures for inquiry in the event of an actual or suspected leak of UPSI or suspected leakage of UPSI, including initiating appropriate inquiries, coordinating the collection and preservation of relevant information and placing the findings before the appropriate authority for further action, in accordance with applicable law and the Company's policy.

p) The Compliance Officer shall identify the persons to be covered as Designated Persons under this Code, including persons identified pursuant to Regulation 9(4) of the PIT Regulations, based on their role and function in the organisation, their access to UPSI by virtue of such role and function, and their seniority and professional designation. The Compliance Officer shall also educate employees and other relevant persons regarding their duties and responsibilities in relation to UPSI and the consequences of its misuse or unauthorised communication.

q) The Compliance Officer shall assist employees and other relevant persons in resolving queries and seeking clarifications regarding the PIT Regulations and the Company's Code of Conduct.

r) The Compliance Officer shall ensure that adequate internal controls and procedures are implemented for the identification of employees and other persons having access to UPSI, maintaining confidentiality of UPSI, restricting its communication and procurement except for legitimate purposes, and maintaining the requisite records of persons with whom UPSI is shared, including confidentiality agreements or notices, wherever applicable.

s) The Compliance Officer shall perform such other duties and responsibilities as may be prescribed under the PIT Regulations, other applicable laws, this Code or as may be assigned by the Board of Directors.

(vi)HANDLING OF UPSI

Preservation of UPSI:

a) Designated Persons shall maintain the confidentiality of all UPSI coming into their possession or control.

b) To comply with this confidentiality obligation, the Designated Persons shall not:

(i) communicate, provide, or allow access of UPSI to any person directly or indirectly, including by way ofmaking a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or

(ii) discuss UPSI in public places, or

(iii) disclose UPSI to any Employee who does not need to know the information for discharging his or herduties, or

(iv) recommend to anyone that they may undertake trading in Securities of the Company while being in possession, control, or knowledge of UPSI, or

(v) be seen or perceived to be trading in Securities of the Company while in possession of UPSI.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

(i) an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

(ii) not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

(iii) However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

(iv) Prior to sharing any Unpublished Price Sensitive Information with such Insider and the Insider shall provide its details, details pertaining to its employees, agents or representatives who likely to have access to the said Unpublished Price Sensitive Information which shall include name, designation, address, Permanent Account Number ("PAN") or any other identifier authorised by law where PAN is not available in the format prescribed under this Code. The said details shall be updated in the Digital Database.

Need to know:

The Designated Persons and / or insiders who are privy to UPSI, shall handle the same strictly on a Need-to-Know basis. This means the UPSI shall be disclosed only to those persons who need to know the samein furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information. The Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information stipulates the policy on determination of legitimate purpose.

Limited access to confidential information:

Designated Persons privy to confidential information shall, in preserving the confidentiality of information,and to prevent its wrongful dissemination, adopt among others, the following safeguards:

a. files containing confidential information shall be kept secure;
b. computer files must have adequate security of login through a password; and
c. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.
d. Files containing confidential information should be deleted / destroyed after its use.
e. Shredder should be used for the destruction of physical files.

Chinese Wall Procedures:

a. To prevent the misuse of UPSI, the Company shall separate those areas of the Company which routinelyhave access to UPSI, considered "inside areas" from other areas including operations or other departments providing support services, considered "public areas".
b. In exceptional circumstances employees from the public areas may be brought "over the wall" and given UPSI on the basis of "need to know" criteria. In such an event, such employees will be bound bythe same restrictions and obligations as the employees in the "inside areas" till the UPSI becomes generally available.
c. All the non-public information directly received by any employee should immediately be reported to thehead of the department. In exceptional circumstances employees from the public areas may be brought"over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

Penalty for Contravention of the Code

a. Every designated employee shall be individually responsible for compliance with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
b. Any Director/Designated Persons who trades in Securities or communicates any information for tradingin Securities in contravention of the Code may be penalised and appropriate action may be taken by the Company.
c. Directors/Designated Persons of the Company who violate the Code shall also be subject to disciplinary action

by the Company, which may include wage freeze, suspension, recovery, claw back, etc. Any penalty amount collected under this clause shall be remitted to SEBI for credit to the Investor Protectionand Education Fund administered by SEBI under the SEBI Act.

d. The Compliance Officer is entitled to seek information from any person while investigating the alleged violation and may obtain outside legal or other professional advice as he considers appropriate.
e. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.
f. The Compliance Officer shall also maintain a database of the violation of the Code by Designated Persons and immediate relatives of Designated Persons that would entail initiation of appropriate action against them.
g. The Compliance Officer shall always abide by the provisions of the Regulations and the Code.
h. Where there is a violation by the Compliance Officer, the Chief Executive Officer or the Managing Director of the Company shall perform the functions of the Compliance Officer.
i. The Managing Director shall upon receipt of the report as above and based on the finding contained therein be entitled to take action against the person found guilty of violation of this Code as he may in his absolute discretion deem fit including but not restricted to:
    (i) Issue letter of warning stating that consequence of contravention/ non adherence would result in dismissal from services.
    (ii) Any other suitable action, to facilitate the implementation of the spirit of the Code.
j. The action by the Company does not preclude SEBI from taking any action in case of violation of the Regulations.
k. Under Section 15G of the SEBI Act, any Insider who indulges in insider trading is liable to a maximum penalty which shall not be less than Ten lakh rupees but which may extend to twenty five crore rupees or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Twenty-five crore rupees or with both.
l. Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading –
    - Directing him / her not to deal in the Company's Securities in any particular manner.
    - Prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
    - Restraining him/her from communicating or counselling any other person to deal in Company's Securities.
    - Declaring the transactions in Securities as null and void.
    - Directing the person who acquired Securities in violation of the Regulations, to deliver the Securitiesback to the seller or alternatively pay the seller the price as provided.
    - Directing him/her to transfer specified amount to Investor Protection and Education Fund administeredby it.

Protection against reporting of suspected or alleged violations

The Company will protect any employee who is an Informant, against retaliation and victimisation under the Code. Employee who reports to SEBI about an alleged violation of insider trading laws in accordance with the mechanism introduced by SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations,2019 will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendments thereof.

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, SEBI shall be informed by the Company.

Miscellaneous:

(i) The Board of Directors shall be empowered to amend, modify, interpret this Code of Conduct and such change shall be effective from such date that the Board may notify in this behalf.

(ii) The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and (c) a confidential list of any "restricted securities" to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such "restricted securities".

(iii) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with this Code of Conduct. In case such persons observe that there has been a violation of the Code of Conduct, then they shall inform the Board of Directors of the Company promptly.

(iv) It is the responsibility of the Connected Person to ensure compliance with the Code of Conduct. In case of any doubt a written correspondence should be done with the Compliance Officer and no action should be taken till the doubt is clarified in writing.

(v) In any circumstance, where the terms of this Code of Conduct differ from any existing laws, rules and regulations in force, the laws, rules, and regulations shall take precedence over this Code of Conduct.

Limitation and Amendment

The Board of Directors may in their discretion make any changes/modifications and/or amendments to this ''Code'' from time to time.

In the event of any conflict between the provisions of this ''Code'' and of the Regulations or the Listing Regulations or any other statutory enactments, rules, the provisions of such Regulations or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the ''Code'' would be amended/modified in due course to make it consistent with the law.

Any subsequent amendment/modification in the Act, SEBI (PIT) Regulations, 2015 and/or other applicable laws in this regard shall automatically apply to this Policy. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions herein stated and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

ANNEXURE A

APPLICATION FOR PRE-TRADING APPROVAL

To,

The Compliance Officer,
Orient Technologies Limited
Add: 502, 5th Floor, Ackruti Star,
MIDC Central Road, MIDC,
Andheri (E) Mumbai-400093

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct, I seek your approval for trading in Securities of the Company as per the details provided below. I understand that the term 'Trade or Trading' hereunder includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell deal in Securities – even transactions such as creation of security interest or pledge are covered.

I seek approval to purchase / sell / subscribe _____ Equity Shares of the Company as per details given below: I declare that I am not in possession of any Unpublished Price Sensitive Information.

Name of Applicant	
PAN	
Designation	
Approval sought for	(a) Self (b) Dependent Family Members (DFM)
Name of Dependent Family Members (DFM) and Relationship (in case of DFM)	----------
Number of Securities held as on date	
Folio No./DP ID/ Client ID No.	
The proposal is for a) Purchase of Securities b) Subscription to Securities c) Sale of Securities d) Pledge Creation e) Others (specify)	
Proposed date of trading in securities (Actual or estimated)	
Number of Securities proposed to be purchased/subscribed/sold	
Price at which the transaction is proposed	
Current Market price (as on date of application)	
Whether the proposed transaction will be through stock exchange oroff-market trade	
Folio No./DP ID/Client ID No. where the securities will be credited / debited	
Name and address of the Broker (if the deal is to be in the open market) and his SEBI Regn. No.	

DECLARATION:

I confirm on my own behalf and on behalf of my relative that:

(i). I am not in possession of any UPSI up to the time of signing this undertaking.
(ii). In the event that I have access to or receive any UPSI after the signing of this declaration but beforeexecuting

the transaction for which approval is sought, I shall inform the Compliance Officer of the sameand shall completely refrain from trading in the securities of the Company until such information becomespublic.

(iii). I have not contravened the provisions of the policy as notified by the Company from time to time.

(iv). I undertake to submit the necessary report within two days of execution of the transaction/ a "NIL"report if the transaction is not undertaken.

(v). If approval is granted, I shall execute the trade within seven days of the receipt of approval failingwhich I shall pre-clearance afresh.

In the event of this transaction being in violation of the policy or the applicable laws, a) I will, unconditionally release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the "indemnified persons") for all losses, damages, fines, expenses, suffered by the indemnified persons, b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transactions and, c) I authorize the Company to recover from me, the profits arising from

this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I/ We declare that I/ we have complied with the requirements of Company's "Code of Conduct to Regulate, Monitor and report trading in securities by designated persons and immediate relatives of designated persons and code of practice and procedures for fair disclosures of unpublished price sensitive information" based on the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof. I am executing an Undertaking as required and enclose herewith.

You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

I declare that I have made full and true disclosure in the matter.

Signature:_____

Name:
Designation:
Department:
Date:

Approval / Rejection of Pre-Clearance

I, _____,Compliance officer of the Company hereby(Approve/Reject) the above application.

Reasons for rejection:

Place: Mumbai
Date:

Signature:
Compliance officer:

2. **Reporting of trades executed as per pre-clearance or decisions not to trade after securingpre clearance**

Date of receipt of pre-clearance approval	
Whether trade executed	Yes / No
In case, 'Yes', please fill in details below	
Date of purchase/ sale as per pre-clearance	
No. of shares purchased	
No. of shares sold	
Balance shares held	
In case, 'No', please fill in details below	
Reasons for not trading as per pre-clearance	

Signature:_____

Name:

Designation:

Department:

Date:

Annexure A1
APPROVAL FOR PRE-CLEARANCE OF TRADING

To,
Name: _____
Designation: _____
Address: _____

Sub: Pre-clearance of transaction in Company's Securities

Ref: Your application dated _____ for pre-clearance of trading in Securities of the Company

This is to inform you that your request for trading in _____to _____ Equity Shares of the Company as mentioned in your application dated _____ is approved on the assumption that all the information provided in your application and the undertaking is true and correct. Please note that the said transaction must be completed on or before _____ (as mentioned in the application form) that is within the 7 trading days from today.

Your kind attention is drawn to the following provisions which you need to, inter - alia, strictly observe in terms of the above Regulations while dealing in the Securities:

1. In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction in the securities of the Company.
2. You are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of Pre-clearance approval.
3. You shall not enter into any contra trade within 6 months of such Trade.
4. Transferors and Transferee shall continue to be in compliance of Regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable regulations of SEBI (Prohibition of Insider Trading) Regulations, 2015 along with Company's PIT Code of Conduct.
5. Any violation in compliance with the aforesaid Regulation and Code of Conduct would attract penal provisions and appropriate actions may be taken by the Company as per Company's PIT Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015.

Yours faithfully,
Orient Technologies Limited

_____
Compliance Officer
Date: _____

ANNEUXRE B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read withRegulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the Company: Orient Technologies Limited
ISIN of the Company: INE0PPK01015

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition ofInsider Trading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company andother such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options*

Signature:_____

Name:

Designation:

Department:

Date:

ANNEXURE C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: Orient Technologies Limited
ISIN of the Company: INE0PPK01015

Details of change in holding of Securities of Promoter, Employee or Director of a listed companyand other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/KMP / Directors/ Immediate relative to / others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed		Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale ofshares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer /off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)	Exchange onwhich the trade was executed

Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contract * lot size)	Notional Value	Number of units (contracts * lot size)	
14	15	16	17	18	19	20

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Signature:_____

Name:

Designation:

Department:

Date:

ANNEXURE D

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the Company Details of trading in securities by otherconnected persons as identified by the Company

Name of the Company: Orient Technologies Limited
ISIN of the Company: INE0PPK01015

Name, PAN, CIN/DIN,& address with contacts of other connected persons as identified by the Company	Connection with company	Securities held prior to acquisition / disposal		Securities acquired/Disposed		Securities held post acquisition /disposal		Date of allotment advice/ acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible	No.and % ofshare holding	Type of security (For eg. – Shares, Warrants	No Value Transaction Type (Buy/ Sale/	Type of security (For eg. – Shares, Warrants	No.and % ofshareholding	From		To		

		ble Debentures etc.)			Pledge / Revoke / Invoke)	, Convertible Debentures etc.)						
1	2	3	4	5	6	7	8	9	10	11	12	13

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of trading in derivatives of the company by Promoter, Employee or Director of a listedcompany and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number ofunits (contracts * lot size)	
14	15	16	17	18	19	20

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Signature:_____

Name:
Designation:
Department:
Date:

ANNEXURE E

PART-A

[CLAUSE 7.2 (E) - DISCLOSURES BY CERTAIN PERSONS UNDER POLICY FOR PREVENTION OFINSIDER TRADING AND CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADINGIN SECURITIES BY INSIDERS]

Name of the Company: Orient Technologies Limited
ISIN of the Company: INE0PPK01015

ANNUAL DISCLOSURE

I. Details of Shares held by Director / Officer or employee / Designated Persons

Name	*Designation / Department*	*No. of Shares held on 1st April 20__*	*No. of Shares bought during the year ended 31st March,*	*No. of Shares sold during the year ended 31st March,*	*No. of Shares held on 31st March*	*DP ID / Client ID*	*PAN*

II. Details of Shares held by the dependent family members/ Immediate Relatives of the Designated persons mentioned at I. above (as applicable)

Name of the Dependent family member/ Immediate Relative	Relation ship	No. of Shares held on 1st April	No. of Shares bought during the year ended 31st March	No. of Shares sold during the year ended 31st March	No. of Shares held on 31st March,	DP ID / Client ID	PAN	Phones, Mobile numbers used by the Dependent / Immediate Relative

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Basic Information:

Category	**Name**	**PAN**	**Phone/ mobile/cell numbers**
Designated Person			
Immediate Relatives			
Persons with whom designated person(s) shares a material financial relationship			

I confirm that I / my immediate relative(s) have read and fully understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code & have undertaken to unconditionally abide by the same.

I confirm that I have not entered into contra trade during the preceding six months prior to any transactions.

I confirm that I / My Immediate Relatives have not taken any position in derivative transaction during the year.

I hereby declare that the above details are true, correct and complete in all respects. I undertake to disclose immediately as and when there is a change in the above information.
I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct of the Company.

I hereby undertake to inform the Compliance Officer whenever any change take place in the detailsprovided hereinabove.

Yours faithfully

Signature:_____

Name:
Designation:
Department:
Date:

Notes:

1.Please fill up Name, PAN, DP ID & Client ID of yourself as well as your Immediate Relative(s) and person(s) with whom you share material financial relationship even if the holding in Orient Technologies Limited securities is nil.

2.Immediate Relative means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.

3.Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

Annexure-F
Part B

To,
The Compliance Officer
Orient Technologies Limited

Reg: Annual Disclosure of transactions by Designated Persons/ Connected Persons.

For the year ended 31st March ___					
Name of the Director / Officer / Connected Person					
Date of purchase	No. of shares	Price per share	Date of Sale	No. of shares	Price per share
TOTAL			**TOTAL**		
Total no. of shares held at the beginning of the Year					
Total no. of shares held at the end of the Year					
Name of the Immediate Relative					
Relationship					
Date of purchase	No. of shares	Price per share	Date of Sale	No. of shares	Price per share
TOTAL			TOTAL		
Total no. of shares held at the beginning of the Year					
Total no. of shares held at the end of the Year					
Name of the Immediate Relative					
Relationship					
Date of purchase	No. of shares	Price per share	Date of Sale	No. of shares	Price per share
TOTAL			TOTAL		
Total no. of shares held at the beginning of the Year					
Total no. of shares held at the end of the Year					

Yours faithfully

_____
(Name of the Employee)

Place:
Date:

Annexure - G

From:
Name : _____
Address: _____
Designation: _____
Emp. Code: _____
Date: _____

To,
The Compliance Officer
Orient Technologies Limited

Dear Sir,

Sub: One Time disclosure under Clause 14 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider trading) (Amendment) Regulations, 2018.

I, …… S/o. ……aged about ……years, hereby give below the details of the Educational Institutions from where I have graduated and details of my past employers':

1. Educational Institution details:

Sl. No	Qualification	Name of the Educational Institution	Year of passing

2. Past Employer details:

Sl. No	Name of the Company	Address of the Employer	Period of employment	
			From	To

3. Details
My Permanent Account No:
Phone No:
Mobile Number(s):
Disclosure of details of immediate Relatives:

No.	Name of the Relative	Relationship	PAN	Phone No./ Mobile Number(s)
1				
2				

Note**:** Immediate Relative means your spouse and includes your parents, siblings, and children of your spouse, if any, who are financially dependent on you, or consults you in taking decisions relating to trading in securities.

4. Details of Persons with whom I share material financial relationship:

No.	Name of the Relative	PAN	Phone No./ Mobile Number(s)

1			
2			

I hereby state that the information provided herein above are true to the best of my knowledge. I also undertake to provide this disclosure, whenever there is a change in the information provided herein above.

Yours faithfully

_____
(Name of the Employee)

ANNEXURE - H

Application by Designated Person (including Compliance Officer) and their Immediate Relatives under the Code of Conduct for Prevention of Insider Trading in Securities of Orient Technologies Limited for granting relaxation from entering into contra trade within six months following the prior transaction

From		
Mr. /Ms.	:	
Address	:	
$DIN	:	
PAN	:	
*Designation	:	
*Employee Code	:	
Name of the company	:	

$ (applicable to directors only)
*(Not applicable to directors)

The Compliance Officer/Managing Director# Date :
Orient Technologies Limited,
Mumbai.

Dear Sir,

SUB: GRANTING RELAXATION TO ENTER INTO A CONTRA TRADE WITHIN SIX MONTHS FOLLOWING THE PRIOR TRANSACTION

In terms of the captioned subject the details of my/my Immediate Relative's last transaction in Securities of the Company are specified hereunder:

NAME & PAN	TYPE OF SECURITY	DATE OF LAST TRANSACTION	TYPE OF LAST TRANSACTION (PURCHASE / SALE/ PLEDGE/ DE-PLEDGE/ OTHERS – PLEASE SPECIFY)	NUMBER OF SECURITIES TRADED	DP. ID / CLIENT ID

I/My Immediate Relative have read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading in Securities of **Orient Technologies Limited** ("the Code") and I/ My Immediate Relative note that in terms of the Code, I / My Immediate Relative cannot enter into a contra trade within six months following the prior transaction.

However, on account of the exigent circumstances mentioned hereunder, I/ My Immediate Relative earnestly request the Compliance Officer to accord me/ My Immediate Relative the approval for the following trade:

TYPE OF SECURITY	TYPE OF PROPOSED TRANSACTION	NUMBER OF SECURITIES PROPOSED TO BE TRADED	REASONS FOR TRADE

I /My Immediate Relative am/is aware that, I/My Immediate Relative have to execute the order in respect of Securities of the company within 7 trading days after the approval or Lesser Period as mentioned in the Code whichever is earlier.

Thanking You,

SIGNATURE

In case of application by the Compliance officer, the same will be considered by the Managing Director.

UNDERTAKING

I/ My Immediate Relative **hereby solemnly state as under:**

(a) I/ My Immediate Relative do not possess or have any access to any "Unpublished Price Sensitive Information" till the time of signing this undertaking.

(b) In case I/ My Immediate Relative get access to or receive "Unpublished Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction I/ My Immediate Relative shall inform the Compliance Officer / Managing Director# of the change in my/my Immediate Relative's position and that I/ My Immediate Relative would completely refrain from trading in the Securities of the Company till the time such information is made generally available.

(c) I/ My Immediate Relative have not contravened any of the provisions of the Code.

(d) I/ My Immediate Relative have made a full and true disclosure in the matter.

I/ My Immediate Relative am/is aware that, I/ My Immediate Relative shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I/ My Immediate Relative agree to comply with the provisions of the Code and the Insider Trading Regulations and provide any information relating to the trade as may be required by the Compliance Officer/ Managing Director# and permit the Company to disclose such details to SEBI, if so required by SEBI.

Given under my hand this _____ day of _____ 20__

_____
(SIGNATURE)

FOR OFFICE USE:
APPROVED **DISAPPROVED**

REASONS FOR DISAPPROVAL, IF ANY: _____
_____

DATE:

Annexure - I

Initial Disclosure from Designated Person and their immediate relative(s) under the Code of Conduct for Prevention of Insider Trading in Securities of Orient Technologies Limited

From		
Mr. /Ms.	:	
Address	:	
PAN	:	
Date of Birth	:	
$DIN	:	
*Designation	:	
*Employee Code and name of company	:	
Email ID	:	
Mobile No.	:	

$ (applicable to directors only)
*(not applicable to directors)

The Compliance Officer
Orient Technologies Limited
Mumbai

Date:

Dear Sir,

SUB: INITIAL DISCLOSURE OF MY HOLDING AND MY IMMEDIATE RELATIVES' HOLDING OF SECURITIES AND POSITIONS IN DERIVATIVES (IF ANY) IN ORIENT TECHNOLOGIES LIMITED

I have read and understood the purport of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading in Securities of Orient Technologies Limited ("the Code").

A. The details of my holding in Securities of the Company, are specified hereunder:

TYPE OF SECUTRITY	FOLIO NUMBER /DP ID & CLIENT ID ^	NUMBER OF SECURITIES HELD#			
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	In Physical Mode (A)	In Demat Mode (B)	Total Securities Held (A+B)

Details of Open Interest (OI) in Derivatives of the Company held by me:

OPEN INTEREST OF THE FUTURE CONTRACTS HELD			OPEN INTEREST OF THE OPTION CONTRACTS		
Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rs.	Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rs.

B. (1) The details of holding of my Immediate Relative(s) in the Securities of the Company, are specified hereunder: (REFER NOTE 2)

NAME OF THE IMMEDIATE RELATIVE OF THE DECLARANT AND PHONE, MOBILE NUMBERS USED BY THEM-	PAN ^	RELATIONSHIP	TYPE OF SECURITY	FOLIO NUMBER / DP ID & CLIENT ID ^	NUMBER OF SECURITIES HELD#			
					Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	In Physical Mode (A)	In Demat Mode (B)	Total Securities Held (A+B)

Details of open interest (OI) in Derivatives of the Company held by my Immediate Relative(s):

OPEN INTEREST OF THE FUTURE CONTRACTS HELD			OPEN INTEREST OF THE OPTION CONTRACTS		
Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rs.	Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rs.

B.(2) The details of persons with whom I share material financial relationship are specified hereunder: (REFER NOTE 3)

NAME OF THE PERSON AND PHONE, MOBILE NUMBERS USED BY THEM	PAN ^	RELATIONSHIP	TYPE OF SECURITY	FOLIO NUMBER / DP ID & CLIENT ID ^	NUMBER OF SECURITIES HELD#			
					Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	In Physical Mode (A)	In Demat Mode (B)	Total Securities Held (A+B)

Details of open interest (OI) in Derivatives of the Company held by persons with whom I share material financial relationship:

OPEN INTEREST OF THE FUTURE CONTRACTS HELD			OPEN INTEREST OF THE OPTION CONTRACTS		
Contract	Number of	Notional	Contract	Number of	Notional value

Specifications	Units (contracts * lot size)	value in Rs.	Specifications	Units (contracts * lot size)	in Rs.

C. Education and employment details of Designated Person:

NAME OF THE EDUCATIONAL INSTITUTION FROM WHERE GRADUATED	
NAMES OF PAST EMPLOYERS	

- ✓ I hereby confirm that, there is no person other than those mentioned in B(1) above who is either dependent financially on me or consults me in taking decisions relating to trading in Orient's Securities or for whom I take decisions relating to trading in Orient's Securities.
- ✓ I hereby confirm that, there is no person other than those mentioned in B(2) above with whom I share a material financial relationship.
- ✓ I hereby undertake to inform the changes in the list of Immediate Relative(s) and those with whom I share a material financial relationship from time-to-time.
- ✓ I hereby declare that the above details are true, correct and complete in all respects.

Thanking you,

_____
(SIGNATURE)

Details as on the date of becoming Designated Person.

^ Demat details & PAN to be furnished even if no Securities of the Company are held.

Notes:

1. In the event you or your immediate relative(s) do not hold any Securities of the Company, please mention NIL against the number of Securities held.
2. Immediate Relative means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.
3. Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.