



Exicom Tele-Systems Limited

CODE OF CONDUCT AND CODE TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

(Effective from August 11, 2023)

CODE OF CONDUCT AND CODE TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

INTRODUCTION AND BACKGROUND:

This document embodies the policy in respect of Code of Conduct and Code of Fair Disclosures ("Code of Conduct" / "Code") for prohibition of Insider Trading and dealing in securities of the Exicom Tele-Systems Limited ("EXICOM /Company"), to be observed by all Directors, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons, as and where applicable.

OBJECTIVE OF THIS CODE OF CONDUCT:

This Code of Conduct has been prepared by adopting the standard as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations/Regulations") in order to regulate, monitor and report trading by its Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and other Connected Persons towards achieving compliance with the said Regulations. The objective of this document is to communicate the Code of Conduct, related to trading in securities of the Company. It is intended to serve as a guideline to all the Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons while trading in securities of the Company.

DEFINITIONS:

1. COMPLIANCE OFFICER:

The Company Secretary will be the Compliance Officer for this Code of Conduct.

Duties and Responsibilities:

- a) The Compliance Officer shall in consultation with and with the approval of the Managing Director and CEO, be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished Price Sensitive Information", pre-clearing of Designated Persons and their Immediate Relative's trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
 - b) The Compliance Officer shall maintain a record of the Designated Persons and any changes amongst them from time to time.
 - c) The Compliance Officer shall assist all the Employees, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
2. **INSIDER:** means any person who is:
- a Connected Person; or
 - in possession of or having access to Unpublished Price Sensitive Information.

3. **ACT**: means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
4. **SEBI**: means Securities and Exchange Board of India.
5. **BOARD OF DIRECTORS/DIRECTORS**: means the board of directors of EXICOM.
6. **MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER**: Managing Director and Chief Executive Officer shall mean the Managing Director and chief executive officer of EXICOM.
7. **CHIEF FINANCIAL OFFICER**: Chief Financial Officer shall mean the chief financial officer of EXICOM.
8. **EMPLOYEE**: Employee means any person employed with/by EXICOM
9. **FINANCIALLY LITERATE**: means a person who has ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
10. **CONNECTED PERSON**:
 - (i) Any person who is or has during the six months prior to the concerned act (trading in securities) been associated with the Company, directly or indirectly, in any capacity, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director of Company, officer or an Employee of the Company holds any position including a professional or business relationship between himself and Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons 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 Board; or
 - i) a banker of the Company; or

- j) a concern, firm, trust, Hindu undivided family, or association of persons wherein a director of the Company or his/her relative or banker of the Company, has more than ten per cent, of the holding or interest; or
 - 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)
11. **PERSON(S)**: shall include all the Employees, Designated Persons, their Immediate Relatives and Connected Persons.
12. **DESIGNATED PERSON(S)**:
- a) Directors of Exicom;
 - b) Promoter and Members of the Promoter group of Exicom;
 - c) Key Managerial Personnel (KMP)
 - d) All direct reportees to the Chief Executive Officer and Chief Financial Officer;
 - e) All Auditors of the Company including Statutory Auditor, Secretarial Auditor, Cost Auditor and Internal Auditor
 - f) All members of the Law, Patents and Compliance Department, if any;
 - g) All members of Corporate Accounting Department;
 - h) Employees of Exicom (who are 2 level below the CEO and CFO or such other person as may be identified by the concerned department head)
 - i) Heads of Subsidiaries, including Material Subsidiaries, Joint Venture Company, Associate Company.
 - j) Any other Person who may have access to Unpublished Price Sensitive Information and who is notified by the Compliance Officer shall be included within the purview of Designated Persons from time to time keeping in mind the objectives of this Code of Conduct.

The Compliance Officer shall maintain a list of the Designated Persons and any changes thereto from time to time.

13. **IMMEDIATE RELATIVE**: 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 financially dependent on such person, or consults such person in taking decisions relating to trading in securities.
14. **TRADING IN SECURITIES**:

Trading means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities of Exicom.

Provided that for the purposes of this Code, holdings or dealings in securities by an Immediate Relative of the Designated Persons shall be deemed to have been held or done (as the case may be) by the concerned Designated Person and such Designated Person, as the case may be, shall be liable to comply with all the provisions of this Code as may be applicable to such holdings or dealings accordingly.

15. **TRADING DAY**: shall mean a day on which the recognized stock exchanges are open for trading.

16. **GENERALLY AVAILABLE INFORMATION**:

Generally available information means information that is accessible to the public on nondiscriminatory basis.

17. **LEGITIMATE PURPOSE**: shall include sharing of Unpublished Price Sensitive Information of the Company in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

18. **UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")**:

"Unpublished Price Sensitive Information" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- i. Financial results;
- ii. Dividends;
- iii. Change in capital structure;
- iv. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- v. Change in key managerial personnel.
- vi. Change in rating(s), other than ESG rating(s);
- vii. Fund raising proposed to be undertaken;
- viii. Agreements, by whatever name called, which may impact the management or control of the company;
- ix. 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;
- x. Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. 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;
- xii. Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. 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;

- xiv. Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - xv. Giving of 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;
 - xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 - xvii. Such other information as prescribed by SEBI and/or that the Company may decide from time to time.
19. **PROMOTER & PROMOTER GROUP**: Promoter & Promoter Group 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.
20. **SECURITIES**: Securities shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
21. **TAKEOVER REGULATIONS**: Takeover Regulations means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
22. **RELATIVE** shall mean the following*:
- (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv)

**In connection with Promoter and Promoter group*

RESTRICTION ON COMMUNICATION AND TRADING BY INSIDERS:

A) Communications or procurement of Unpublished Price Sensitive Information:

- i. No Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to companies 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.
- ii. No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to Companies listed or proposed to be listed except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

Any Person in receipt of Unpublished Price Sensitive Information pursuant to a Legitimate Purpose shall be considered an Insider for purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015 and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

Notwithstanding anything contained above, an Unpublished Price Sensitive Information may be 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 is of the informed opinion that the proposed transaction is in the interest of the Company.
- ii) Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors is of the informed opinion that sharing of such information is in the best interest of the Company and the information that constitutes 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. For the purpose of the above rule, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations.
- iii) The Board of Directors shall ensure that a Structured Digital Database ("SDD") is maintained containing the names of such Persons or entities as the case may be with whom Unpublished Price Sensitive Information is shared under SEBI (Prohibition of Insider Trading) Regulations, 2015 along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases may also include all relevant information in respect of claims made against the Company under any litigation or disputes in terms of clause 8 of Para B of Part A of Schedule III of SEBI (LODR), Regulations, 2015. SDD shall be maintained with adequate internal controls and checks.

B) Trading when in possession of Unpublished Price Sensitive Information:

- a) No Insider shall trade in securities of the Company that are listed when in possession of Unpublished Price Sensitive Information.

For the sake of clarity, if any Insider has traded in the securities of the Company and has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the Insider may prove his innocence by demonstrating the circumstances including the following:

- I. the transaction is an off-market inter-se transfer between Insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of this clause or regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 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 this clause or regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and both parties had made a conscious and informed trade decision;
- III. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

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

b) in the case of non-individual Insiders:

- i. 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 in possession of such Unpublished Price Sensitive Information when they took the decisions to trade; and
- ii. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and 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;
- iii. the trades were pursuant to a Trading Plan set up in accordance with Trading Plan as per this code.

c) 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 SEBI.

Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company or to any Connected Persons who need the information to discharge their duty.

TRADING PLAN:

1) A Designated Person or an Insider shall be entitled to formulate a Trading Plan for dealing in Securities of the Company 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.

2) Such Trading Plan shall:-

- i. not entail commencement of trading on behalf of the Designated Person or Insider earlier than 120 calendar days from the public disclosure of the of the plan;
- ii. not entail overlap of any period for which another trading plan is already in existence;
- iii. Trading plan shall set out following parameters for each trade to be executed
 - a. either the value of 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 price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such 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 per cent lower than such closing price.

- 3) The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 4) The pre-clearance of trades shall not be required for a trade executed as per the approved trading plan of the Company.
- 5) The trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- 6) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations 2015.

- 7) Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

TRADING WINDOW:

- a) Designated Person(s) (including their Immediate Relatives) can trade in the securities of the Company only when the Trading Window is open. Additionally, Designated Persons (including their Immediate Relatives) may execute trades where a notional trading window shall be used as an instrument of monitoring trading. The trading window shall be closed during the time the price sensitive information is un- published and the Designated Persons (including their Immediate Relatives) shall not trade in the Company's securities in such period.
- b) The trading window, shall be, inter alia be closed, from the start of quarter till 48 hours after the conclusion of the Board Meeting, where in following matters shall be discussed, at the time of:
 - Declaration of Financial results;
 - Declaration of dividend (interim or final);
 - Amalgamation, mergers and buyback;
 - Fund raising by way of FPO (Further Public Offer), Right Issue, ADR (American Depository Receipt)/GDR (Global Depository Receipt), FCCB(Foreign Currency

Convertible Bonds), QIB (Qualified Institutional Placement), Debt issue or Preferential issue.

- Issue of Bonus Shares
 - Any other event or circumstance which, in the opinion of the Board or the MD & CEO or the CFO, is deemed to be price-sensitive and is necessary for the closure of the trading window
- c) The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. However, such closure shall only be imposed to such securities to which such Unpublished Price Sensitive Information relates.

The Compliance Officer shall intimate closure of the Trading Window to all Designated Persons through e-mail or internal communication systems, along with the opening date of the Trading Window once the unpublished price sensitive information becomes generally available.

- d) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- e) Designated Persons are prohibited from trading in the securities of the Company when the Trading Window is closed.
- f) The above restrictions shall not be applicable for trades carried out in accordance with an approved Trading Plan.

CODE OF FAIR DISCLOSURE AND CONDUCT:

Principles of Fair Disclosure of Unpublished Price Sensitive Information which will be followed by the Company are:

- i. The Board of Directors of the Company will ensure prompt public disclosure of Unpublished Price Sensitive Information pursuant to this Code as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015 with an objective to make such information generally available.
- ii. The disclosure of Unpublished Price Sensitive Information shall be in a uniform manner and not be on selective basis.
- iii. In order to do this, Compliance Officer of the Company shall act and be designated as Chief Investor Relations officer of the Company and shall deal with prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- iv. The Designated Persons and Employees of the Company shall promptly direct any queries or requests of market rumors received from the stock exchange or from the press or media or from any other source to the Compliance officer.

- v. It is the general policy of the Company not to respond to market rumours or speculations unless required by the regulatory authorities. However, any rumours that has had or is likely to have a substantial effect on the price of the Company's securities will be clarified in accordance with the regulations prescribed.
- vi. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- vii. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

- a) The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI (Prohibition of Insider Trading) Regulations, 2015 to prevent insider trading.
- b) The Audit Committee of the Company, at least once in a financial year, will review and verify that the systems for internal control are adequate and are operating effectively.
- c) The Company shall periodically sensitize and train Designated Persons on the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and this Code

APPLICABILITY

I. SCOPE OF COVERAGE:

All Designated Persons and their Immediate Relatives and Connected Persons are governed by this Code of Conduct.

II. CONFIDENTIALITY:

- 1. Designated Persons and their Immediate Relatives shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not communicate such information directly or indirectly by way of making a recommendation for purchase or sale of securities.
- 2. Unpublished Price Sensitive Information shall be handled on a need to know basis. Unpublished Price Sensitive information shall be disclosed only to those within the Company or Connected Person (s) who need the information for Legitimate Purpose.
- 3. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password.

III. TRADING WINDOW CLOSURE PERIOD

- 1. Designated Persons and their Immediate Relatives shall conduct their dealings in the securities of the Company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the securities of Exicom when the trading window is closed. 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, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

2. Trading Window Closure Period means and includes:

- a) In respect of announcement of financial results by the Company, the Trading Window will remain closed from the end of every quarter and shall be opened after 48 hours after the declaration of the financial results.
- b) The period commencing from the date on which intimation is given by the Company to the stock exchange of the date of the Board Meeting to be held for consideration / approval of the following items mentioned herein below and ending 48 hours after the information is made public:
 - Declaration of Financial results;
 - Declaration of dividend (interim or final);
 - Amalgamation, mergers and buyback;
 - Fund raising by way of FPO (Further Public Offer), Right Issue, ADR (American Depository Receipt)/GDR (Global Depository Receipt), FCCB (Foreign Currency Convertible Bonds), QIB (Qualified Institutional Placement), Debt issue or Preferential issue.
 - Issue of Bonus Shares
 - Any other event or circumstance which, in the opinion of the Board, is deemed to be price-sensitive and is necessary for the closure of the trading window

Any other period that the management in consultation with the Compliance Officer may specify, from time to time at its sole discretion.

IV. DISCLOSURE REQUIREMENTS:

(I) INITIAL DISCLOSURE:

- a) Every Promoter & Promoter Group, Director, key managerial personnel of the Company shall disclose their holding of securities of the Company as on the date of the SEBI (Prohibition of Insider Trading) Regulations, 2015 taking effect, to the Company within thirty (30) days of the taking effect of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- b) Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter or 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 (7) days of such appointment or becoming a Promoter.
- c) Every Employee on appointment shall disclose his holdings of securities of the Company as on the date of appointment.

(II) CONTINUAL DISCLOSURES:

- a) Every Promoter & Promoter Group, Designated Persons and their Immediate Relatives shall disclose to the Company the number of such securities acquired or disposed of within two (2) Trading Days of such transaction.
- b) Every Promoter & Promoter Group, Designated Persons and their Immediate Relatives shall disclose to the Company the number of such securities acquired or disposed off within two (2) Trading Days if the value of the securities traded, whether in one (1) transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh only) or such other value as may be specified.
- c) All the dealings in securities of the Company by the Designated Persons and their Immediate Relatives should be disclosed on annual basis, as at 31st March every year to the Compliance Officer along with any additional information as may be required by the SEBI (Prohibition of Insider Trading Regulations), 2015.

(III) DISCLOSURE BY OTHER CONNECTED PERSONS:

The Compliance Officer of the Company at her discretion may require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company as and when he deems fit in order to monitor compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 in such form and at such frequency as may be determined by the Company.

All disclosures shall be made in the format prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, or such format as may be modified by SEBI from time to time.

PRE-CLEARANCE

1. Designated Persons and their Immediate Relatives and Employees who intend to deal in Company's securities above Rs. 5,00,000 (Rupees Five Lakh) in value in one transaction, during the period other than the trading window closure period, shall have to obtain prior permission from the Compliance Officer by making an application in the prescribed format along with an necessary undertaking. In case of dealing in Company's securities by the Compliance Officer, prior permission from Managing Director of Company shall be obtained.
2. However, for the purpose of executing any trade exceeding ₹ 10,00,000,(Rs. Ten Lakh), in one transaction or more transaction, during the period other than the trading window closure period, it shall additionally require the approval of the Managing Director and Chief Executive Officer of the Company.

3. The transaction for which permission is sought shall be carried out within seven (7) trading days after the approval has been obtained. If the order is not executed within seven (7) trading days after the approval is given, the Designated Persons and their Immediate Relatives and Employees shall be required to pre-clear the transaction again.

For the purpose of pre-clearance, the value of securities shall be computed at the prevailing market price on the date of application. The Compliance Officer shall have the authority to reject pre-clearance applications if the applicant is in possession of Unpublished Price Sensitive Information (UPSI).

RESTRICTION ON CONTRA TRADE

1. A Designated Persons who is permitted to trade shall not execute a contra trade within six (6) months of the said transaction. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI (Prohibition of Insider Trading) Regulations, 2015 in that behalf. Provided that the said restriction shall not be applicable for trades pursuant to the exercise of stock options and sale of shares acquired under such stock options.
2. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of contra –trade by the Compliance Officer before expiry of six months, prior permission from Managing Director shall be obtained.

REPORTING BY COMPLIANCE OFFICER

The Company Secretary designated as such by the Board of Directors will act as the Compliance Officer for the purpose of this Code and will perform the following functions notwithstanding any other function given in the Code:

- a) Monitor and administer this Code;
- b) Process the pre-clearance of trade as per approval matrix;
- c) Maintain, update and preserve records, as per SEBI (Prohibition of Insider Trading) Regulations;
- d) Clarify issues regarding the Code and redress the grievances of the Designated Persons;
- e) Decide and notify the 'No-Trading Period/Trading Window Closure Period' for Designated Persons / select persons or specific departments, as deemed necessary.
- f) Identify and notify the list of Designated Persons on the basis of specific transactions, as required under the Code.
- g) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five (5) years.



The Compliance Officer can delegate all or any of the above powers to any authorised Employee of the Company.

PENALTY

- a) This Code is pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and any Designated Persons /Employee /Connected Persons who contravenes this Code is liable to be penalised and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to explain their stand in the matter. The Company may decide the penalty within the said Code by taking into consideration the factors such as knowledge of Unpublished Price Sensitive Information, level of management responsibility of the individual concerned, number of securities transacted, whether the breach occurred as a result of deliberate intent or not, etc. They shall also be subject to disciplinary action including wage freeze, dismissal, ineligibility for future participation in future stock options, if any and forfeiture of benefits, etc.
- b) Before imposing any penalty or disciplinary action, the concerned individual shall be given an opportunity of being heard to explain their position.
- c) In addition to the action taken by the Company, the Person violating this Code shall also be subject to penal action by SEBI as per the Act and SEBI (Prohibition of Insider Trading) Regulations, 2015. Any action taken by Company shall not preclude SEBI from taking any action in case of violation of SEBI Regulations.
- d) In case of any violation of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform SEBI of the said violation.

GENERAL GUIDELINES

- The decision of the MD & CEO and/or Compliance Officer on any matter relating to this Code shall be final, binding and conclusive.
- All correspondence with Company in regard to this Code should be sent to the Compliance Officer and marked “CONFIDENTIAL”.
- a) In any case, no Person will divulge any Unpublished Price Sensitive Information to any person who might trade on such information. b) In any case, if a Person becomes aware of any leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, he should promptly inform the Compliance Officer about the same. c) The Compliance Officer and respective executives involved in handling information to comply with this Code shall not divulge any information in their possession related to shareholding of Employees or Designated Person(s), as this is personal information related to an Employee or Designated Person(s) and his right of privacy shall not be infringed.



AMENDMENT TO THE CODE

The Board of Directors in consultation with the Compliance Officer has the right to change / amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

In case 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 notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

THIS POLICY SERVES AS AN INTERNAL CODE OF CONDUCT AND A PREVENTIVE MEASURE AGAINST INSIDER TRADING. ALL DESIGNATED PERSONS ARE EXPECTED TO UNDERSTAND, UPHOLD, AND COMPLY WITH BOTH THE LETTER AND SPIRIT OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015, AND THIS CODE. EACH DESIGNATED PERSON SHALL BE PERSONALLY RESPONSIBLE FOR ENSURING COMPLIANCE WITH THESE REQUIREMENTS.

Name of the Policy	Approving Authority	Approval/ Revision Date	Version
Code of Conduct and Code to Regulate, Monitor and Report Trading by Designated Persons	Board of Directors	11-08-2023	V1 - Adoption
		28-05-2024	V2 - Revision
		05-02-2025	V3 - Revision
		10-11-2025	V4 – Revision