

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Introduction

The Securities and Exchange Board of India (SEBI), on January 15, 2015, notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulation**" / "**the Regulations**").

As per Regulation 9, **SecMark Consultancy Limited** (the "**Company**") has adopted the Code namely "**Code of Conduct for Prohibition of Insider Trading**" ("**Insider Trading Code**" / "**Code**")

Chief Executive Officer/Managing Director have formulated this code of conduct with approval of Board of directors to regulate, monitor and report trading by its Designated Persons and Immediate Relatives of Designated Persons towards achieving compliance with Insider Trading Regulation. The Company has formulated this Code to ensure that Designated Persons of the Company and their Immediate Relatives do not derive any benefit or assist others to derive any benefit from the access to and possession of Price Sensitive Information about the Company which is not in the public domain and thus constitutes Unpublished Price Sensitive Information (as defined below).

The Company has no tolerance for any form of insider trading or similar unlawful security related trade practices. References to these Codes should be referred to in conjunction, amongst others, with the following:

- SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- Applicable provisions of Companies Act, 2013 as amended from time to time;

Scope & Applicability

This Code is applicable to all Designated Person and their Immediate Relatives of designated persons. Every Designated Person must read this Code. Questions regarding this Code should be directed to the Compliance Officer at email id cs@secmark.in / sunil@secmark.in

1. Definitions

- 1.1 "**Act**" means the Securities and Exchange Board of India Act, 1992; as may be amended from time to time.

- 1.2 **"Audit Committee"** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 1.3 **"Board"** means the Board of Directors of the Company;
- 1.4 **"Code" or "Code of Conduct" or "Insider Trading Code"** shall mean the Code of Conduct for Prohibition of Insider Trading;
- 1.5 **"Company"** means SecMark Consultancy Limited;
- 1.6 **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules 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 listed company or the head of an organization, as the case may be.;
- 1.7 **"Connected Person"** means:
- (i) any person who is or has, during the six months prior to the date of this code become effective, 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, officer or an employee of the Company or holds any position including a professional or business relationship whether temporary or permanent, with the Company, 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 17(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 recognised or authorized by the Board; 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 the Company or his 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 employees in which a connected person specified in sub-clause (i) of clause 1.7 is also a partner; or
- l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause 1.7;

1.8 Designated Person(s) shall include:

- i) Promoters and Key Managerial Personnel of the Company;
- (ii) All employees of the Finance & Accounts, IT Department and Secretarial Division of the Company;
- (iii) Chief executive officer and -employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information.
- (iv) Employees of material subsidiaries designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;

1.9 "Director" means a member of the Board of Directors of the Company;

1.10 "Employee" means every employee of the Company including the Directors and Key Managerial Personnel in the employment of the Company and its subsidiary companies;

1.11 "Generally available Information" means information that is accessible to the

public on a non-discriminatory basis; and shall not include unverified event or information reported in print or electronic media

- 1.12 "**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;
- 1.13 "**Insider**" means any person who,
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 1.14 "**Key Managerial Personnel**" shall have the same meaning as defined under Section 2(51) of the Companies Act, 2013;
- 1.15 "**Leak of UPSI**" shall mean communication or sharing / disclosing of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known person other than a person(s) authorized by the Board of Directors of the Company without following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and / or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- 1.16 "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time;
- 1.17 "**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 as amended from time to time
- 1.18 "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification;
- 1.19 "**SEBI**" means the Securities and Exchange Board of India;
- 1.20 "**Trading**" means and includes subscribing, redeeming switching, buying, selling, dealing or agreeing to subscribe, redeem , switch ,buy, sell, deal in any securities and trade shall be construed accordingly and trade shall be construed accordingly;

- 1.21 **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended from time to time;
- 1.22 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.23 **"Unpublished Price Sensitive Information"** means any information relating to the securities of the Company, 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, delisting, disposals and expansion of business (awards or termination of order/ contracts not in the normal course of business) and such other transactions;
 - (v) changes in Key Managerial Personnel (other than due to superannuation or end of term and resignation of a Statutory Auditor or Secretarial Auditor);
 - (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.

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

- 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.

1.24 **"Insider Trading Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder and the Insider Trading Regulations shall have the meanings respectively assigned to them in those legislations.

1.25 Relative shall mean the following:

- (i) Spouse of the person
- (ii) Parent of the person and parent of the 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)

2. Compliance Officer

2.1 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of

trades and the implementation of the Code.

- 2.2 The Compliance Officer shall report to the Board 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 at such frequency as may be stipulated by the Board but not less than once in a year.
- 2.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Insider Trading Regulations and the Code.

3. Preservation of “Price Sensitive Information”

- 3.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the Insider’s legitimate purposes, performance of duties or discharge of his legal obligations.

Explanation: “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulation or this Code Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the Takeover Regulations or merger or acquisitions, where the Board is of informed opinion that the sharing of such information is in the best interest of the Company; or
- not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the 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.

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.

3.2 Need to Know:

- (i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department and Compliance Officer.
- (iii) The Company shall have appropriate Chinese Walls procedures, and processes for permitting any designated person to “Cross the wall as below:
 - a. the promoters, directors and employees of the Company in the ‘insider areas’ shall not communicate any UPSI to anyone in the ‘public areas’;
 - b. the demarcation of various departments as ‘insider areas’ shall be determined by the Compliance Officer in consultation with the Board or with Managing Director;
 - c. The establishment of Chinese Walls shall not be intended to suggest that Unpublished Price Sensitive Information can circulate freely within ‘inside areas’. The ‘need-to-know’ principle shall be fully in effect within ‘insider areas’. In exceptional circumstances, employees from the ‘public areas’ may be allowed to ‘cross the wall’ and given Unpublished Price Sensitive Information by following the ‘need-to-know’ principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing.

3.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

- 3.4 List of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- 3.5 Chief Executive Officer/ Managing Director shall ensure compliance with regulation 9 and sub-regulations (1) and (2) of regulation 9A of Insider Trading Regulation.
- 3.6 Board has framed policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information. **(Annexure- LP-1).**
- 3.7 The Audit Committee shall review compliance with the provisions of Insider Trading Regulation at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- 3.8 The Board shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

- 3.9 The Board shall ensure that the structured digital database is 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 SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

4. Prevention of misuse of “Unpublished Price Sensitive Information”

Employees and Connected Persons designated on the basis of their functional role in the Company shall also be governed by this Code.

4.1 Trading Plan

An Insider shall be entitled to formulate a trading plan for Trading 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.

4.2 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:
 - i. either the value of trade to be effected or the number of securities to be traded;
 - ii. nature of the trade;
 - iii. either specific date or time period not exceeding five consecutive trading days;

- iv. 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:
 - a. 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;
 - b. 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.

not entail trading in securities for market abuse.

- 4.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

- 4.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either 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.

- 4.5 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. Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, 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.

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 (w.e.f. September 24, 2024).

5 Trading Window:

- 5.1 Trading window means the period when trading in the Company's securities is permitted. The trading window shall remain closed during the period commencing from end of quarter/half year, as applicable till 48 hours after the

announcement of Financials Results for the respective half year, as the case may be or such period as may be determined and notified by the Compliance Officer. 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.

- 5.2 A notional trading window shall be used as an instrument of monitoring trading by the designated person. The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when 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. Designated Persons and their immediate relatives shall not trade in Securities of the Company when the trading window is closed. The trading window restrictions mentioned in this clause shall not apply for the transaction exempted under Insider Trading Regulation.

- 5.3 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.

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

- 5.4 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 which have Unpublished Price Sensitive Information.
- 5.5 The Compliance Officer shall confidentially maintain a list of securities of the Company as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

6 Pre-clearance of trades

- 6.1 When the trading window is open, trading by designated persons shall be subject

to pre-clearance by the compliance officer, if the value of proposed trades is above said thresholds as the Board of Directors may Stipulate,

The pre-Trading procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities of the Company that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
 - (a) That the said person does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the Designated Person has access to or receives “Unpublished 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 Trading in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the Code as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
- (iii) The Compliance Officer shall have the authority to determine whether such undertaking/ declaration is capable of being rendered inaccurate and can accordingly take necessary steps.
- (iv) All Designated Persons and their Immediate Relatives, as applicable, shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given by Compliance Officer as per Annexure 3. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. (Annexure 4).
- (v) If the order is not executed within one week after the approval is given, the

Designated Person must pre-clear the transaction again.

- (vi) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction/contra trade i.e. sell or buy any number of Securities during the next six months following the prior transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options. All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time. In case of any 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 the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- (vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same.

However, no such sale will be permitted when the trading window is closed.

7 Other Restrictions

- 7.1 The disclosures to be made by any person under this Code shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 7.2 The disclosures made under this Code shall be maintained for a period of five years.

8 Reporting Requirements for transactions in securities

Initial Disclosure

- 8.1 Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter/ 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. **(Form B)**
- 8.2 Every Designated person shall disclose details like Permanent Account Number, names of educational institutions from which they have graduated and names of their past employers.

Continual Disclosure

- 8.3 Every Promoter/ member of the promoter group, Designated Person and Director of the Company shall disclose 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 transactions over any calendar quarter, aggregates to a traded value in excess of **Rs. 10,00,000/- (Rupees Ten Lakh only). (Form C)**

The disclosure shall be made within **2 trading days** of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

Further, Designated Persons shall disclose their holding within fifteen days from the end of the financial year in **(Annexure 4A)**. In such case NIL reporting shall also be mandatory.

- 8.4 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law, Phone, mobile and cell numbers of the following persons to the company on date of joining and on an annual basis and as and when the information changes **(Annexure 5)**:
- a) Immediate relatives
 - b) Persons with whom such designated person(s) shares a material financial relationship.

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

have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “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.

9. Disclosure by the Company to the Stock Exchange(s)

- 9.1 Within 2 trading days of the receipt of intimation under Clause 8.3 or becoming aware of the information specified in Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

Explanation. – It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

- 9.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated persons for a minimum period of five years.

10. Dissemination of Price Sensitive Information

No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

11. Penalty for contravention of the code of conduct

- 11.1 Every Designated Person/ Insider shall be individually responsible for complying with the provisions of the Insider Trading Regulations and the Code to the extent applicable.
- 11.2 Any violation under this Code shall attract serious disciplinary action by the Company.
- 11.3 Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, termination, ineligibility for future participation in employee stock option plans, etc.
- 11.4 Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

- 11.5 The action by the Company shall not preclude SEBI from taking any action in case of violation of Insider Trading Regulations.
- 11.6 In case it is observed by the Company that there has been a violation of these regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.

12. Protection against retaliation and victimisation

There shall be no discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any Employee, by reason of:

- i. filing voluntary information to SEBI relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur regulations;
- ii. testifying in, participating in, or otherwise assisting or aiding the SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or
- iii. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

The above will be applicable irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a reward under SEBI Regulations.

ANNEXURE - LP-1

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("**PIT Amendment Regulations**") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of SecMark Consultancy Limited (the "**Company**") has laid down this "Policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information" (the '**Policy**').

OBJECTIVE

- (i) To strengthen the internal control system to prevent leak of UPSI;
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' / other stakeholders' confidence in the Company;
- (iii) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India promptly;
- (iv) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider(s), Employee(s) & Designated Person(s).

SCOPE

To lay procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

Applicability

This policy shall apply to all Insiders, Employees, Designated Persons, immediate relative of Designated Persons and any other persons connected with the Company in possession of or having access to unpublished price sensitive information with immediate effect.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
 - a. Internal:
 - i. Whistleblower vide the whistleblower process as illustrated in the Whistleblower Policy;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
 - b. External: Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower.
(above shall be collectively referred to as “Complaint(s)”)
2. The Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;
3. The Audit Committee shall review the Complaint and shall discuss with the Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Compliance Officer

and/or Company Secretary, then he/she/they shall recuse themselves from the said inquiry process;

4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer;
5. Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and, after due review, if forms an opinion that the person engaged or involved in leak of UPSI is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the Company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as may be applicable;
6. The Company, suo moto, reserves the right of initiating an inquiry under this Policy against any Designated Person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.
7. This Policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.
9. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other relevant legislation/law applicable to the Company, as amended from time to time.

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-TRADING APPROVAL

Date:

To,
The Compliance Officer,
SecMark Consultancy Ltd.,
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prohibition of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market Deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
The Compliance Officer,
SecMark Consultancy Ltd.,
Mumbai

I, _____, _____ of the Company residing at _____, am desirous of dealing in ____* shares of the Company as mentioned in my application dated ____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for Prohibition of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date :

Signature: _____
Name:

* Indicate number of shares

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____ Designation : _____ Place: _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction / deal on or before the aforesaid date you will have to seek fresh pre-clearance before executing any transaction/ deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/ deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours faithfully,
for

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transactio

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance
Officer, **SecMark**
Consultancy Limited
Mumbai

I hereby inform that I /my Immediate Relative (singly /jointly)_____

- have not bought / sold / subscribed any securities of the Company
- have bought / sold / subscribed to securities as mentioned below on
(*Strike through whichever is not applicable*)

Name of Holder	Type and No. of Securities Dealt with	Date of Transaction	Bought/ Sold/ Subscribed	DP ID/Client ID/Folio No.	Price (Rs.)	Total Holdings (Before Transaction)	Total Holdings (After Transaction)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/ statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature :

Name:

Designation

ANNEXURE 4A

Date:

To,

The Compliance officer,

SecMark Consultancy Ltd.

Mumbai

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDING IN SECMARK CONSULTANCY LIMITED OF DESIGNATED PERSONS

Name, Designation, Dept	Category of Person (Directors/KMP/S enior Managerial Personnel/emplo yees/Immediate relatives/ others, etc)	No. of shares held on 1st April 202...	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31st March 202..	Folio No./ DP ID/Client ID

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

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

Signature:

Name:

Annexure 5
Declaration – Immediate Relatives and Material Financial Relationship

Date:

To,

The Compliance officer,

SecMark Consultancy Ltd.

Mumbai

I do hereby declare that:

- i. The following persons are my Immediate Relatives:

Sr. No.	Name	PAN	Relationship	Phone/Mobile No	Name of the broker with whom account held	U.C.C./Trading Code
1.						
2.						
3.						
4.						
5.						

- ii. I, my Immediate Relatives hold more than a 10% stake in the following concern(s)/firm(s)/companies/HUF/trust/ association of persons (non-individual) or share material financial relationship* with following persons /concern(s) /firm(s)/ companies/HUF/trust/ association of persons (non-individual) as defined in Insider Trading Regulations:

Sr. No.	Name of concern / firm/ company	PAN	Individual/Type of concern (e.g. sole proprietorship/ partnership/company	U.C.C./Trading Code	Mobile Number
1.					
2.					
3.					
4.					
5.					

* “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 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.”

iii. Details of Education and Past Employment of Employee:

- Education

Name of the Institution	Details of Degree/Certificate

- Past Employment

Sr No.	Name of the Company	Tenure
		From _____ till

- iv. I hereby declare that other than as disclosed above, there are no other Immediate Relatives or Connected Person(s) any of whom is either dependent financially on me, or consults me in taking decisions relating to trading in Securities.
- v. I also undertake that in case of any change in the abovementioned list I shall intimate the same in writing to the Compliance Department at the earliest.

Signature _____

Employee Name: _____

Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6 (2) Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the Company:

ISIN of the Company:

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% Shareholding of
			Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date :

Place:

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)-Continual Disclosure]

Name of the Company:

ISIN of the Company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/ Director s/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/disposal of shares,specify		Date of intimati onto compan y	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 shareholdi ng	Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No . and % of sh are holdi ng	Valu e	Transacti on Type (Buy/Sale / Pledge / Revok e/ Invok e)	Type of security (For eg. - Shares, Warrants , Convertible Debentures, Rights entitlements etc.)	No. and % of shareholdi ng	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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 on which the tradewas executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Date:

Name & Signature:

Place:

Designation

Date: August 13, 2025