CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS IN SECURITIES OF KARTIK INVESTMENTS TRUST LIMITED (KITL)

1. PURPOSE:

This Code is formulated to regulate, monitor and report trading by Designated persons and their immediate relatives. The objective of this code is preservation of confidentiality of unpublished price sensitive information **("UPSI")**, to prevent misuse of such information and to prohibit a Designated Person and his / her Immediate Relative from Trading in KITL's Securities while in possession of UPSI. This Code also lays down the ethical standards to be adhered to while dealing in Securities of the Company. The Code has been framed adopting the minimum standards for code of conduct to regulate, monitor and report Trading by designated persons and immediate relatives of designated persons as specified in Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. EFFECTIVE DATE:

This code shall come into force on May 14, 2025 and shall replace the earlier Code of Conduct which came into force on April 1, 2019.

3. DEFINITION OF CERTAIN TERMS:

3.1. **'Act'** means the Securities and Exchange Board of India Act, 1992 as amended from time to time.

3.2. **'Board'** or **'Board of Directors'** shall mean the board of directors of the Company.

3.3. **'Code'** shall mean this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons in Securities of the Company, as amended from time to time.

3.4. '**Code of Fair Disclosure**' shall mean the Code of Practices and Procedures for Fair Disclosure of UPSI.

3.5. '**Company**' means Kartik Investments Trust Limited.

3.6. **'Compliance Officer'** means the compliance officer appointed pursuant to clause 4.1 of this Code.

3.7. **'Connected Person'** means a person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of:

- frequent communication with its officers; or
- being in any contractual, fiduciary or employment relationship; or

- being a Director, officer or an employee of the Company; or
- holding any position including a professional or business relationship between himself and the 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- that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

Further, following persons shall be deemed to be Connected Persons unless the contrary is established:

- an Immediate Relative of Connected Person as specified above;
- a holding company or associate company or subsidiary company;
- bankers to the Company; or
- a concern, firm, trust, HUF, company or association of persons wherein a Director of the Company or his Immediate Relative or banker of the Company has more than 10% holding or interest.

3.8. **'Designated Persons'** shall mean

(i) Directors of the Company.
(ii) All promoters of the Company
(iii) Officers as defined in the Companies Act, 2013 as amended from time to time.
(iv) All employees (including temporary employees, trainees) in the Finance and Secretarial Department.
(v) All Employees of the Company who have access to UPSI in various business divisions and functions including as may be determined by the Compliance Officer on the basis of the role/function in addition to seniority and professional designation.
(vi) All executive assistants/confidential secretaries to persons mentioned under (i) to (iii) supra.
(vii) Any other Person as may be specified by the Compliance Officer / Board of Directors of the Company from time to time.

3.9. '**Director**' shall mean a member of the Board of Directors.

3.10. **'Financially Literate'** means a person who has the ability to read and understand basic financial statements i.e., balance sheets, profit and loss account, and statement of cash flows.

3.11. **'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.

NOTE: It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price

sensitive information. Information published on the website of a stock exchange, would ordinarily be considered generally available.

3.12. **'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.

Further, even if a spouse is financially independent and does not consult a Designated Person, Connected Person or Insider, while taking Trading decisions, a spouse is presumed to be an Immediate Relative, unless rebutted so.

For the purpose of this Code, the declaration given by a Designated Person of an Immediate Relative who is either dependent financially on the person or who consults such person in taking decisions relating to Trading in Securities will be considered.

3.13. **'Insider'** means any person who is:

- a Connected Person or
- in possession of or having access to Unpublished Price Sensitive Information

3.14. '**Key Managerial Personnel**' shall have the meaning assigned to it under the Companies Act, 2013 and the rules issued thereunder or any modification thereof.

3.15. **'Promoter'** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

3.16. '**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;

3.17. "**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 in sub-clause (iii) above.
(vi) Spouse of the person listed in sub-clause (iv) above.

3.18. '**SEBI**' means the Securities and Exchange Board of India.

3.19. '**SEBI Insider Trading Regulations**' means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

3.20. '**SEBI LODR Regulations**' means the Securities and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

3.21. **'Securities'** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

3.22. **'Takeover Regulations'** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

3.23. **'Trading' means** and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in Securities and 'Trade' shall be construed accordingly.

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

3.25. **'Trading Plan'** shall have the meaning assigned to it in Clause 9.

3.26. **'Trading Window'** refers to the period during which the Company's Securities can be Traded by the Designated Person as provided in this Code.

3.27. '**Unpublished Price Sensitive Information'** or **'UPSI'** 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 of the Company and shall, ordinarily include but not be 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. changes in key managerial personnel;
vi. Resignation of statutory auditor or secretarial auditor;
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; and

xvi. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

For identification of events enumerated above 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.

Notwithstanding any other provisions of this policy, the aforementioned requirements (underlined) will be applicable from 8th June, 2025.

Words and expressions used and not defined in this Code but defined in SEBI Act, 1992, the SCRA Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

4. ROLE OF COMPLIANCE OFFICER:

4.1 The Compliance Officer shall be designated so and be a financially literate, senior officer capable of appreciating requirements for legal and regulatory compliance under the SEBI Insider Trading Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the SEBI Insider Trading Regulations under the overall supervision of the Board.

4.2 The Compliance Officer shall report to the Board of directors regarding compliance with the SEBI Insider Trading Regulations and provide reports on dealing in Securities

by Designated Persons to the Chairman of the Audit Committee on a quarterly basis. For the purpose of this Code, the Compliance Officer shall be the Company Secretary.

4.3 The Compliance Officer shall be responsible for :

- administering this Code and other requirements under the SEBI Insider Trading Regulations for compliance of the policies, procedures prescribed therein.
- setting forth policies, procedures, maintenance of records and monitoring adherence to the rules for preservation of UPSI;
- monitoring of trades and implementation of this Code under the overall supervision of the Board of Directors of the Company;
- providing disclosures to the stock exchange as required under the SEBI Insider Trading Regulations;
- pre-clearing of Trades by Designated Persons and their Immediate Relatives, in accordance with the SEBI Insider Trading Regulations and this Code;
- maintaining a list of Designated Persons and also updating changes to the list from time to time;
- maintaining a record of the opening and closing of the Trading Window;
- reviewing the Trading Plan and assessing the potential of the plan for violation of the SEBI Insider Trading Regulations, if any;
- approving and monitoring the implementation of the Trading Plan;
- notify the Trading Plan to the stock exchanges where the Securities are listed, on approval of the plan; and
- maintaining records of all declarations and disclosures received by him/ her under this Code for a minimum period of 5 years.

4.4 The Compliance Officer shall be authorized to seek such information from the Designated Persons and Connected Persons as may be required to ensure or verify compliance with this Code and the SEBI Insider Trading Regulations and to give such approvals as are specified in the Code.

4.5 The Compliance Officer shall assist Designated Persons in addressing any clarifications regarding the SEBI Insider Trading Regulations and this Code.

5. PRESERVATION, COMMUNICATION AND PROCUREMENT OF UPSI:

5.1 All Insiders shall maintain confidentiality of all UPSI and shall not communicate, provide or, allow access to such UPSI to any person directly or indirectly, except as permitted under Clause 5.2.

5.2 All information is to be handled within and outside the Company on a "need to know" basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes(in accordance with the Company's policy for determination of "legitimate purpose"), performance of duties or discharge of legal obligations.

5.3 Further no person shall procure from or cause the communication by any Insider, of UPSI, relating to the Company or its Securities, either directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.4 The Company's code for fair disclosures lays down the principles for determining legitimate purposes for this purpose of this code.

5.5 UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which would:

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

(ii) not attract the obligation to make an open offer under the takeover regulations but where the Board is of the informed opinion that the sharing of such information is in the best interests of the Company and the information that constitutes UPSI 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 may determine to be adequate and fair to cover all relevant and material facts.

5.6 UPSI should be disclosed only to those within the Company who need the UPSI to discharge their duty.

5.7 Any person including auditors, accountancy firms, law firms, analysts, consultant firms etc., assisting or advising the Company (Fiduciaries for the purpose of this Code), who is expected to have access to UPSI in the course of business operations shall formulate a code of conduct to regulate, monitor and report Trading by its employees / other connected persons (as defined under the SEBI Insider Trading Regulations) towards achieving compliance of the SEBI Insider Trading Regulations, adopting the minimum standards set out in Schedule C to the SEBI Insider Trading Regulations without diluting any of its provisions. The said persons will also be subjected to the Trading Window provisions of this Code under Clause 6 and contra trades under Clause 9.4.

5.8 While dealing with or handling UPSI within the Company, the Company shall establish policies, procedures and physical arrangements designed to manage confidential information and prevent the inadvertent spread and misuse of UPSI, or the appearance thereof.

5.9 Need-to-Know:

i) Sharing information on a “need-to-know” basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or would likely result in misuse of the information.

ii) All non-public information directly received by any employee which is not in accordance with sub-clause (i) above should immediately be reported to the head of the department and the Compliance Officer.

5.10 Sensitive Transactions:

i) In case of any proposed transactions which are sensitive in nature and may involve UPSI, the access to details / UPSI shall be restricted on a need-to-know basis, and the constitution of any “deal teams” or additions / modifications to a “deal team” should be done on a need-to-know basis, and informed to the Compliance Officer.

ii) At the time of formulation of a deal team or addition / modification to a deal team, the Compliance Officer shall inform the member / new members of the deal team regarding their responsibilities and obligations under the SEBI PIT Regulations and the Code, including the responsibilities to maintain confidentiality, restrictions on sharing of UPSI and the liability for breaching the SEBI PIT Regulations and the Code.

5.11 Chinese Wall

In order to prevent the misuse of confidential information, the Company has adopted "Chinese wall" Policy which separates those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas that are considered as "public areas". 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.

6. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

6.1. No Designated Person or Connected Person shall:

6.1.1. either on his own behalf, or on behalf of any other person, Trade when in possession of any UPSI unless the Trade is made pursuant to a Trading Plan, in accordance with the provisions of Clause 10 of this Code, or in accordance with the SEBI Insider Trading Regulations; or

6.1.2. advise any person to Trade in the Securities while being in possession, control or knowledge of UPSI. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counseling.

6.2. **Structured Digital Database:**

The Company Secretary shall ensure that a structured digital database is maintained containing the following:

i. The nature of unpublished price sensitive information
ii. The names of such persons who have shared the information
iii. 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. Any sharing of UPSI by any Designated Person including pursuant to the Company's code for fair disclosure of UPSI shall be reported to the Company Secretary for updating the database.

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

Information not emanating from within the organisation shall be entered into the Structural Digital Database within 2 calendar days of receipt of such information.

Notwithstanding any other provisions of this policy, the aforementioned requirements (underlined) will be applicable from 8th June, 2025.

6.3. **Institutional Mechanism for Prevention of Insider Trading:**

The purpose of the Code is to put in place an adequate and effective system of internal controls to ensure compliance with the relevant requirements of the SEBI Insider Trading Regulations. The Board or the Compliance Officer may, if required, develop and implement further policies and procedures in this regard for compliance with the SEBI Insider Trading Regulations, or otherwise as they deem fit.

6.4. **Limited Access to UPSI:**

Files containing UPSI shall be kept secured and the computer files must have adequate security of login and password, etc.

7. TRADING NORMS:

7.1. All Designated Persons and their Immediate Relatives shall be subject to the Trading restrictions enumerated below:

7.1.1. The Company shall specify a Trading period, called "Trading Window", for Trading in the Company's Securities. Subject to Clause 7.1.5 below, the time for commencement of closing of Trading Window shall be decided by the Compliance Officer. However, trading window may not be closed when Unpublished Price Sensitive Information is not emanating from within the Company.

7.1.2. The Trading Window shall be closed from the end of every quarter till 48 hours after the declaration of financial results. The Board shall endeavour to ensure that the gap between clearance of accounts by Audit Committee and the meeting of the Board should be as narrow as possible and preferably on the same day to avoid leakage of material information.

7.1.3. The timing for re-opening of the Trading Window shall be determined by Compliance Officer after taking into account various factors, including whether the UPSI has become Generally Available Information or not and is capable of being assimilated by the market, which in no event shall be earlier than 48 hours after the information becomes Generally Available Information.

7.1.4. The Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons is reasonably expected be in possession of UPSI.

7.1.5. Without prejudice to generality of the foregoing, Trading is not permitted during the following periods:

i. In respect of financial results, from the first day of the month following the respective calendar quarter (March / June / September / December), as the case may be until expiry of 48 hours from the time the results are communicated to the stock exchanges.

i. In respect of other events, the period as the Board of Directors of the Company may advise the Compliance Officer from time to time.

7.1.6. All Designated Persons of the Company shall conduct all their dealings in the Securities of the Company only in a valid Trading Window, in compliance with Clause 8 and Clause 9 of this Code, and shall not deal in the Company's Securities during the periods when Trading Window is closed or during any other period as may be specified by the Company from time to time. Further, the Trading Window shall be applicable to any

person having a contractual or fiduciary relationship with the Company, including its auditors, accountancy firms, law firms, etc., assisting or advising the Company.

Note: Trading window norms shall not be applicable for the trades carried out in accordance with an approved trading plan.

8. PRE-CLEARANCE OF TRADES:

8.1. All Designated Persons on their behalf and on behalf of their Immediate Relatives, who intend to deal in the Securities of the Company during the period when the Trading Window is open, should pre-clear the transaction(s) irrespective of the value as per the pre-dealing procedure as described hereunder. No Designated Persons shall apply for pre-clearance of any proposed Trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed. It is clarified that it is the responsibility of the Designated Persons to obtain approvals in respect of Trades proposed to be conducted by them or their Immediate Relatives.

8.2. An application may be made in the prescribed Form, to the Compliance Officer indicating the estimated number of Securities/ the value of the Securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, number of Securities held by him in physical and depository mode and such other details as may be required by the Company in this regard.

8.3. A declaration shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:

i. That the Designated Person/ his or her Immediate Relative does not have any access to or has not received up to the time of signing the declaration any "Unpublished Price Sensitive Information" which has remained unpublished and is not Generally Available in the public domain.

ii. That in case the Designated Person/ his or her Immediate Relative has access to or receives Unpublished Price Sensitive Information after the signing of the declaration but before the execution of the transaction, he/she shall inform the Compliance officer of the change in the position and that he/she or his/her Immediate Relative would completely refrain from dealing in the Securities of the Company till the time such information becomes Generally Available.

iii. That he/she or his/her Immediate Relative has not contravened this Code.

iv. That he/she has made a full and true disclosure while applying for clearance to Trade

v. The Compliance Officer shall have regard to whether the above declarations is reasonably capable of being rendered inaccurate.

9. OTHER RESTRICTIONS:

9.1. All Designated Persons and their Immediate Relatives shall execute their Trade in respect of Securities of the Company within 7 trading days after the approval of pre-clearance is given, or a period of less than 7 trading days, in the event the Trading Window closes, prior to expiry of the period of 7 trading days. If the Trade is not executed within 7 trading days (or such shorter period, as applicable) after the approval is given, the Designated Person must pre-clear the transaction again stating the reason for not completing the Trade. In the event the period between the date of the approval and commencement of closure of Trading Window is less than 7 trading days then the said transaction shall be executed within such lesser period.

9.2. Compliance Officer shall either clear the requested deal or decline to clear the same within 7 trading days of receipt of the request in the prescribed form or such shorter period in the event the trading window is due to be closed prior to 7 trading days of receipt of the request. In case of declining, the reasons for the same shall be recorded by the Compliance Officer.

9.3. In case the Compliance Officer or any of his / her Immediate Relative wishes to Trade in the Securities of the Company, he / she should get the Trade pre-cleared by the Board of Directors of the Company, or any committee of the Board or a specified Director to which the Board of Directors has delegated such authority under a board resolution, and all provisions of the pre-clearance as would be applicable to a Designated Person shall be applicable to the Compliance Officer.

9.4. Designated Persons and their Immediate Relatives shall not enter into an opposite transaction viz., sell or buy as the case may be for a period of six months following the previous transaction. Further, they shall also not take any position in derivative transactions in the Securities at any time.

Note: Restrictions of Contra Trade shall not apply in respect of trades carried out by Designated Persons in accordance with an approved trading plan, participation in buy back offers, open offers, rights issues, FPOs, bonus issues, exit offers exercise of stock options etc., of the Company

9.5. The Compliance Officer is empowered to grant relaxation from the strict application of the Contra Trade restriction after recording the reasons in writing, provided such relaxation does not violate the SEBI Insider Trading Regulations.

10. TRADING PLANS:

Any Insider is entitled to formulate a Trading Plan enabling him/her to trade in Securities of the Company, in a compliant manner ("**Trading Plan**"). The Compliance Officer will review the Trading Plan to assess whether the plan potentially violates the SEBI Insider Trading

Regulations. The Trading Plan, once approved by the Compliance Officer will be notified to the stock exchanges where the Securities of the Company are listed.

Trading Plan shall:

- not entail commencement of Trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the Trading Plan;
- not entail overlap of any period for which another Trading Plan is already in existence;
- entail Trading for a period of not less than twelve months;
- set out either the value of Trades to be effected or the number of Securities to be Traded along with the nature of the Trade and the intervals at, or dates on which such Trades shall be effected; and
- not entail Trading in Securities for market abuse.

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 express undertakings necessary for the assessment, approval and implementation of the Trading Plan.

Once approved, the Trading Plan will be irrevocable and the Insider will be required to mandatorily implement the Trading Plan and will not be entitled to deviate from it or to execute any Trade outside the scope of the Trading Plan.

Trading plan to state either the value of the trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or the dates on which such trades shall be executed. Implementation of an approved Trading Plan shall not commence if any UPSI in possession of the Insider at the time of formulation of the Trading Plan is not Generally Available at the time of commencement of the implementation of the Trading Plan. The Compliance Officer may defer the commencement of the Trading Plan until such UPSI is becomes Generally Available.

11. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

The following disclosures are required to be made by the Designated persons, their Immediate Relatives and by any other person for whom such person is taking Trading decisions.

The disclosures of Trading in Securities shall also include Trading in derivatives of Securities and the Traded value of the derivatives shall be taken into account for purposes of Clause 111, provided that Trading in derivatives of Securities is permitted by any law for the time being in force. The disclosures made under this Code shall be maintained by the Company for a period of five years

11.1. Initial Disclosure

Every person on appointment as a Key Managerial Personnel or as a Director of the Company or upon becoming a Promoter, member of the promoter group shall disclose his/her holding of

Securities of the Company as on date of the appointment or becoming a Promoter, to the Company / Compliance Officer within seven (7) days of such appointment or becoming a Promoter in Form B. Designated Persons are also required to make the initial disclosure within the said period of seven (7) days of their appointment/ designation as a designated person of the Company in Form B.

In the event a new Immediate Relative comes into being or any existing Immediate Relative ceasing to be dependent, the concerned Designated Person shall forthwith give a notice in writing of such changes to the Compliance Officer.

Designated persons are required to disclose, the names of educational institutions from which they have graduated and names of their past employers.

The above timelines are also subject to the timelines prescribed by SEBI for system driven disclosures from time to time.

11.2. Continual Disclosures

Disclosure of Securities of the Company acquired or disposed of by a Promoter, member of the promoter group , Designated person and Director of the Company, will be made, in case the value of Securities so Traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a Traded value in excess of Rs.10 lakhs (Rupees Ten lakhs) or such other value as may be specified, within two (2) Trading Days of such transaction in Form C. Particulars of such Trading shall be reported by the Company to the stock exchanges on which Securities are listed within two (2) Trading Days of receipt of the disclosure or becoming aware of such information.

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 given in a calendar quarter cross the threshold specified above.

The Company may, at its discretion require any other Connected Persons or a class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these Regulations in Form D.

The Compliance Officer shall maintain records of all the declarations received in the prescribed forms for a minimum period of five years.

The Compliance Officer shall place before the Board of the Company, on a quarterly basis, all the details of the dealing in the Company's Securities by Designated Persons. The above report will also include reporting of pre-clearances not granted, decisions taken not to Trade after securing pre-clearances.

Designated persons are required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes;
a) immediate relatives
b) persons with whom such designated person(s) shares a material financial relationship
c) Phone, mobile and cell numbers which are used by them

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 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

Any off-market inter-se trades between insiders shall be reported by the insiders to the company within two working days (Threshold of Rs. 10 Lakhs shall not be applicable for off-market inter-se transfers i.e., all off-market transfers shall be reported to the Company within 2 trading days.)

12. CODE OF FAIR DISCLOSURE AND CONDUCT:

The code of practices and procedures for fair disclosure of UPSI to be followed in the Company is provided in Annexure.

13. POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAKAGE OF UPSI:

The Policy and procedure for inquiry in case of leakage of UPSI or suspected leakage of UPSI is provided in Annexure.

14. PENALTY FOR CONTRAVENTION OF THE CODE:

14.1 Any Designated Person who Trades in the Company's Securities or communicates any information for Trading in Securities, in contravention of this Code or the SEBI Insider Trading Regulations, may be penalised and appropriate action may be taken by the Company. The Company shall inform SEBI promptly in the event that there is any violation of the SEBI Insider Trading Regulations by any person who is subject to this Code.

14.2 Designated Persons who violate this Code shall also be subject to disciplinary action by the Company, which would be determined by the Board of Directors. The penalty may include warning, wage freeze, suspension, recovery, clawback, termination, ineligibility for future participation in employee stock option plans, etc.

14.3 Should a contra trade be executed, inadvertently or otherwise, in violation of the restriction imposed in this Code, the profits from such trade shall be liable to be

disgorged for remittance to SEBI for credit to Investor Protection and Education Fund administered by SEBI under the Act.

14.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

15. INFORMATION TO STOCK EXCHANGE IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, by any Designated Person, Stock Exchange will be informed by the Company in such form and such manner as may be specified by the SEBI from time to time.

16. COMMUNICATION:

This Code will be uploaded in the Intranet of the Company. The Code of Fair Disclosure will be uploaded in the website of the Company. This Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the Regulations shall vest with each Designated Person including any violation by their Immediate Relatives.

Every amendment to the Code of Fair Disclosure shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

The Compliance Officer can be contacted for any clarification/ assistance in relation to this Code.

17. INTERPRETATION OR CLARIFICATION

In case any difficulty or doubt arises in the interpretation of this Code, the matter shall be referred to any two Directors and their decision shall be final and binding. If the issue involves any act or matter involving the Chairman, the Chairman of the Audit Committee shall decide upon such issue.

18. DISCLAIMER

This Code is the internal policy of the Company to prevent Designate Persons and Connected Persons who are considered by the Company to be Insiders of the Company for the purposes of the SEBI Insider Trading Regulations, from Trading while in possession of UPSI. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of the SEBI Insider Trading Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Parson or Connected Person, of the SEBI Insider Trading Regulations or other related laws.

19. REVIEW

The Compliance with the provisions of these SEBI Insider Trading regulations shall be reviewed periodically by the internal auditors of the Company. The Audit Committee shall also review compliance with the provisions of these SEBI Insider Trading regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

20. OTHERS

Where the Company engages a service provider who is a Connected Person, the head of the department at the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person and verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing UPSI of the Company, as well as the efficacy of implementation of such code by those Connected Persons.

*****