

SERVOKON SYSTEMS LIMITED

CODE OF FAIR DISCLOSURE AND CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

This Code of Conduct is formed for the purpose of:

- (i) Prevention of Insider Trading;
- (ii) Regulation, Monitoring and Reporting of the transactions done by the Designated Persons;
- (iii) To preserve the confidentiality of unpublished price sensitive information and to ensure fairness in dealing with all stakeholders and adhering to the Code of Practices for Fair disclosure of Unpublished Price Sensitive Information;
- (iv) To ensure timely and adequate disclosure of Unpublished Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

1. INTRODUCTION

- 1.1 The Securities and Exchange Board of India (SEBI) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations") as amended from time to time.
- 1.2 Insider trading means 'trading' / dealing in 'Securities' of a Company by its Directors, Designated Persons, Employees or other 'Insiders' based on 'Unpublished Price Sensitive Information'. Such activities by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets. The Insider Trading Regulations prohibits an Insider of a Company to deal in the securities of such Company while in possession of any Unpublished Price Sensitive Information. The Insider Trading Regulations also prohibits an Insider to 'communicate, counsel or procure', whether 'directly or indirectly', any unpublished price sensitive information to any person including insiders, who while in possession of such information may 'deal' in the securities of the Company listed or proposed to be listed. Every Director, Officer, Designated Person, Employee of the Company has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment at or association with the Company.
- 1.3 In accordance with the Insider Trading Regulations, as amended from time to time, the Board, has adopted this code of fair disclosure and code of conduct for prevention of insider trading.

2. DEFINITIONS

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2 “**Analogous Body**” shall mean the Chairman and the Managing Director of the Company.
- 2.3 “**Audit Committee**” shall mean the Audit Committee of the Board of Directors of the Company, duly constituted from time to time.
- 2.4 “**Board of Directors**” or “**Board**” shall mean the Board of Directors of the Company.
- 2.5 “**Code**” or “**Code of Fair Disclosure and Code of Conduct**” shall mean the Code of Conduct for Prevention of Insider trading for designated employees and Code of Practices for fair disclosure of unpublished price sensitive information by insiders of **Servokon Systems Limited**, as amended from time to time.
- 2.6 “**Company**” shall mean Servokon Systems Limited.
- 2.7 “**Compliance Officer**” means any senior officer, designated so and reporting to the Board of Directors or in the absence of Board, head of the organization 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 organization as the case may be.

(The term “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows];

- 2.8 “**Connected Person**” means: -
- a. Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;
 - b. 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: -
 - i. An immediate relative of connected persons specified in clause a; or

- ii. A holding company or associate company or subsidiary company; or
- iii. An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
- iv. An investment company, trustee company, asset management company or an employee or director thereof; or
- v. An official of a stock exchange or of clearing house or corporation; or
- vi. 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
- vii. 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
- viii. An official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
- ix. A banker of the Company; or
- x. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

2.9 Contra trade “Contra Trade” means a trade or transaction which involves buying or selling any number of shares of the Company within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

2.10 “**Director**” means a member of the Board of Directors of the Company.

2.11 “**Designated Person(s)**” shall include the following persons:

- a. Promoter and Promoter group;
- b. Directors of the Company and its Material Subsidiary(ies);
- c. Key Managerial Personnel (KMP) and Senior Managerial Personnel of the Company and Material Subsidiary(ies);
- d. Employee of the Company working in secretarial team, accounts & finance team, Corporate Communication, Business Strategy and IT department of the Company who have access to unpublished price sensitive information except management trainees and interns;
- e. Employee of the Material Subsidiaries as identified on basis of their functions and role by the Chief Executive Officer and Executive Director on the Board of the Material Subsidiaries;
- f. Any employee of the Company, not falling under the above clauses but who

- has access to Unpublished Price Sensitive Information;
- g. Any such other persons as may be notified by the Compliance Officer as per direction of the Board considering the objectives of the Code;
- h. Immediate Relatives of all the above persons;

2.12 **“Generally available information”** means information that is accessible to the public on a non- discriminatory basis.

2.13 **“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.

[Explanation: For the purpose of these regulations, even if a spouse of a person is financially independent and does not consult an insider while taking trading decisions, that spouse shall not be exempted from the definition of “immediate relative” and is presumed to be an “immediate relative”, unless rebutted so.]

2.14 **“Informant”** means an Individual who voluntarily submits to the SEBI Board, a Voluntary Information Disclosure Form relating to an alleged violation of Insider Trading law or the Code of the Company, that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

2.15 **“Insider”** means any person who is:

- a. A connected person; or
- b. In possession of or having access to Unpublished Price Sensitive Information;

2.16 **“Key Managerial Personnel”** or **“KMP”** means person as defined in Section 2(51) of the Companies Act, 2013.

2.17 ‘Leak of UPSI’ shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof. Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

2.18 **“Legitimate purpose”** shall include sharing of Unpublished Price Sensitive Information (UPSI) in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions as contained in these regulations and all the provisions of these regulations are complied with while sharing

such UPSI.

- 2.19 **“Material Subsidiary”** shall have the same meaning as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification thereof.
- 2.20 **“Material financial relationship”** 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 such 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 on which the payment is based on an arm’s length transaction.
- 2.21 **“Officer”** shall have the meaning assigned to it under the Companies Act, 2013
- 2.22 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 2.23 **“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.
- 2.24 **“Portfolio Management Services”** means any service offered by the Portfolio Manager by way of an investment in stock, bonds, debt, cash, structured products, and / or other individual securities on behalf of the Designated Person or any investment by the Portfolio Manager on behalf of the Designated Person in the Capital, Securities or Money market.
- 2.25 **“Regulations”** or “these Regulations” means SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.
- 2.26 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 2.27 **“Stock Exchange”** shall mean the following, unless the Company is listed on any other Stock Exchange:
- a. The National Stock Exchange of India Limited
- 2.28 **“Takeover Regulations”** shall mean the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendment(s) thereof
- 2.29 **“Trading”** means any act of buying, selling, subscribing, dealing, or agreeing to buy, sell, subscribe, deal in any of the securities of the Company and the term trade shall be construed accordingly.
- 2.30 **“Trading day”** means a day on which the Recognized Stock Exchanges are open for trading.

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

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- Changes in key and senior managerial personnel.
- any other information or transaction as may be deemed fit by the Board

2.30 **“Whistle Blower”** means an employee who reports instance of leak of price sensitive information under this Policy.

Note: All the terms used in this Code but not defined hereinabove shall have the meanings prescribed to them as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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) or the Companies Act, 2013 (8 of 2013) and rules and regulations made there under.

3. APPLICABILITY

3.1 This Code shall be applicable to all the Designated Persons including the Promoters, member(s) of the Promoter group, all the Directors of the Company and Connected Persons as defined above

4. RESPONSIBILITIES AND DUTIES OF THE COMPLIANCE OFFICER

4.1 The Compliance Officer shall report on Insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors. In the absence of the designated/appointed Compliance Officer, the Chairman of the Board of Directors shall be authorized to appoint a person to act as the Compliance Officer in the period of his absence for the purpose of the regulation.

4.2 Prescribing procedures for various activities referred to in this Code.

4.3 Administration of this Code

4.4 Monitoring adherence to the regulations for the preservation of "Unpublished Price Sensitive Information", Grant of pre-clearance approvals to the Designated Persons

for dealings in the Company's Securities by them / their Dependents and monitoring of such dealings.

- 4.5 Maintaining confidentially a list of securities as a "restricted list" which shall be used as a base for approving or rejecting applications for pre-clearance of trades.
- 4.6 Maintenance of a record of prohibited periods specified from time to time.
- 4.7 The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the Regulations and this Code.
- 4.8 Determination of trading window closure and re-opening periods.
- 4.9 Seeking declarations from the applicant towards possession of UPSI and its accuracy.
- 4.10 The Compliance Officer shall approve and publicly disclose the Trading Plan presented to him/her by the insider after which trades may be carried out on behalf of the Insider in accordance with such plan.
- 4.11 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the 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.
- 4.12 In case any UPSI is in possession of an Insider at the time of formulation of trading plan, the Compliance Officer shall confirm that unless such UPSI becomes generally available, the commencement of any trading plan shall be deferred.
- 4.13 The Compliance Officer shall notify the trading plan to the Stock Exchanges on which the securities of the Company are listed.
- 4.14 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.
- 4.15 Compliance of policies, procedures, maintenance of records, preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the Board of Directors of the Company.
- 4.16 Ensuring that information shared with Analysts and Research Personnel is not UPSI.
- 4.17 Ensure that appropriate and fair response is given to queries on news reports and requests for verification of market rumours' by regulatory authorities.
- 4.18 Developing best practices to make transcripts or records of proceedings of meetings

with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

- 4.19 Where there is a violation of regulations, the Compliance officer or the Company shall promptly inform the Stock Exchanges in such form and such manner as may be specified by SEBI from time to time.
- 4.20 The Joint Managing Director / Chief Executive Officer / Chief Financial Officer / Compliance Officer shall give an appropriate and fair response to any clarifications / verification of market rumours by appropriate authorities.
- 4.21 The Compliance Officer shall ensure that all the UPSI is first communicated to the Stock Exchanges before the same is shared with the Analysts or Researchers.
- 4.22 The Compliance Officer shall ensure on behalf of the Board that a structured digital database is maintained in compliance with the Regulations containing the names of the Designated Persons or entities as the case may be with whom any UPSI is shared along with the following details:
 - a. nature of unpublished price sensitive information and the names of such persons who have shared the information along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
 - b. Name of the recipient of such UPSI along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
 - c. Name of the Organization to such recipient represents
 - d. Contact Number along with their official Email address
 - e. Details of Immediate relatives of such Designated Persons along with the details of persons with whom such Designated Persons have a material financial relationship
 - f. The Compliance Officer shall ensure that the structured digital database is maintained 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 Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
 - g. The Compliance Officer shall ensure that the information shared with the analysts and / or researchers is not an UPSI.

The Board of Directors of the Company may assign such other duties to Compliance Officer under this code as may be deemed fit and proper from time to time.

5. PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

- 5.1 All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information (UPSI) shall be communicated to any person except in furtherance of the Insider's Legitimate purposes, performance of duties or discharge of his legal and other official duties and obligations.
- 5.2 Sharing of UPSI for Legitimate purpose shall include the following:
- a. Sharing of UPSI in ordinary course of business by an Insider or a Designated Person or by any person authorized to do so with the existing partners, solicitors, advocates, lenders, customers, auditors, legal advisors, retainers, consultants, advisors, etc.
 - b. Sharing of UPSI in case of furtherance of performance of any duty(ies) of the Designated Person
 - c. Sharing of UPSI for discharge of any legal obligation
 - d. Sharing of UPSI for any other purpose as may be prescribed under any SEBI Regulations, Companies Act, or any other law for the time being in force.
 - e. Such sharing of information should not be carried out to evade or circumvent the prohibitions of the Code or the SEBI (Prevention of Insider Trading) Regulations, 2015, as amended and such sharing should not constitute any violation as mentioned in this Code or the SEBI (Prevention of Insider Trading) Regulations, 2015.
 - f. While Sharing the information the Designated Person should ensure complete adherence to the provisions of this Code or the SEBI (Prevention of Insider Trading) Regulations, 2015
- 5.3 All the Designated Persons shall maintain confidentiality of UPSI coming into their possession or control.
- 5.4 Further, when such Designated Person is in possession of any UPSI, he / she, including their immediate relatives shall not:
- a. Communicate, provide or allow access to any UPSI, relating to a Company
 - b. Trade in securities of the Company
- 5.5 Any person in receipt of an UPSI shall be considered as an Insider and due notice shall

be given to him whether electronically or in writing to make such person aware that the information shared to him falls under the ambit of an UPSI. Such person shall be provided with a copy of this Code to enable him to understand his duties, responsibilities and liabilities attached to this Code.

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

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

5.7 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 need to know:

- a) “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.
- b) All non-public price sensitive information directly received by any employee should immediately be reported to the head of the department.

6. TRADING PLAN

6.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.2 Trading Plan shall;

- a. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- b. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such

financial results;

- c. entail trading for a period of not less than twelve months;
 - d. not entail overlap of any period for which another trading plan is already in existence;
 - e. 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
 - f. not entail trading in securities for market abuse.
- 6.3 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 as per the provisions of the SEBI (Prevention of Insider Trading) Regulations, 2015 and the Code of Fair Disclosure and Code of Conduct for Prevention of Insider Trading. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.
- 6.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- 6.5 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. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- 6.6 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.
- 6.7 Any trading opted by a Designated Person pursuant to a Trading plan can be done even if it is a Contra-trade, subject to the extent the same has been covered in the Trading Plan submitted and approved by the Compliance Officer for such Designated Person.

7. TRADING WINDOW AND CLOSURE OF TRADING WINDOW

- 7.1 The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.
- 7.2 The Trading Window shall be closed when the compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information ordinarily but not restricted to, when information relating UPSI is made generally available by the Company. The Trading Window shall be opened 48 (Forty-eight) hours after the UPSI is made generally available by the Company.
- 7.3 The Trading Window shall be, *inter-alia* closed at the time of:

	Details of Unpublished Information	Period of Closure of Window	
		Commencing From	Ending On
a.	Declaration of Financial Results (Quarterly/Half Yearly/ Annual)	1 st day of the month immediately following the end of Quarter/ Half Year/ Annual)	48 hours after the information has been Generally Available by the Company
b.	Declaration of Dividends (interim and final)	7 days before the Board Meeting	48 hours after the information has been Generally Available by the Company
c.	Change in capital structure	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange whichever is earlier	48 hours after the information has been Generally Available by the Company
d.	Mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange whichever is earlier	48 hours after the information has been Generally Available by the Company

e.	Changes in Key Managerial Personnel	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange whichever is earlier	48 hours after the information has been Generally Available by the Company
f.	Any other as may be deemed fit by the Board	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange or as the Board / Compliance officer may decide, whichever is earlier	48 hours after the information has been Generally Available by the Company

- 7.4 When the trading window is closed, the Designated Persons and Whistle blowers as defined in these Regulations shall not trade in the Company's securities during such period.
- 7.5 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.
- 7.6 All Designated Persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (7.2) above or during any other period as may be specified by the Company from time to time.
- 7.7 Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-
- a. Declaration of financial results;
 - b. Declaration of dividends;
 - c. Changes in Capital Structure viz. Issue of Securities by way of public/rights/preferential/bonus etc.;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e. Changes in key managerial personnel;
 - f. Any other as may be deemed fit by the Board.
- 7.8 The Compliance Officer shall intimate the closure of trading window to all the

designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

- 7.9 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 48 hours after the information becomes generally available.

8. PRE-CLEARANCE OF TRADES

- 8.1 When the trading window is open, trading by designated persons shall be subject to preclearance by the Compliance Officer as per the procedure prescribed hereunder, if the value of the proposed trade(s) is above a minimum threshold limit of Rs.5,00,000/- (Rupees Five Lacs) in value over any financial year, or such other limits as the Board may stipulate.
- 8.2 However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is open and hence he / she shall not be allowed to trade.
- 8.3 The pre-dealing procedure shall be hereunder:
- a. For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application in the prescribed form to the Compliance Officer (**Refer Annexure 1**) or shall intimate electronically or as near format thereto.
 - b. Such application should be complete and correct in all respects and should be accompanied by such undertakings declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to-time (**Refer Annexure 2**) or shall intimate electronically or as near format thereto.
 - c. The Compliance Officer shall approve / reject the Pre-clearance application in the prescribed form and communicate the same to the Designated Persons (**Refer Annexure 3**) or intimate electronically or as near format thereto within 48 hours of receipt of application.
 - d. All Designated Person / his /her Dependent shall execute their order in respect of securities of the Company within seven trading days after the approval of preclearance is given. The Designated Person / his /her Dependent shall file within 2 (two) trading / working days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. (**Refer Annexure 4**) or

intimate electronically or as near format thereto. In case the transaction is not undertaken, a report to that effect shall be filed or intimate electronically or as near format thereto.

- e. If the order is not executed within seven days after the approval is given, the Designated Persons / Employee / Director and/or their immediate relatives must get the transaction pre-cleared again from the Compliance Officer.
- 8.4 In case the Compliance Officer and/or their immediate relatives propose to deal in securities of the Company and the value of the trades is such that it would require pre-clearance then, the Compliance Officer shall submit the Pre-clearance application and Undertaking to the Board of Directors or the Managing Director of the Company. Only upon the receipt of clearance from the Board of Directors or the Managing Director, as the case may be, can the Compliance Officer and/or their immediate relatives execute their trade or deal in the securities of the Company.
- 8.5 All the provisions of the Code as applicable to the Designated Persons shall *mutatis-mutandis* apply to the Compliance Officer as well.
- 8.6 Designated person who is permitted to trade shall not execute a contra trade for six months from the date of entering into transaction. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
- 8.7 Where any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be surrendered for remittance to the Board for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- 8.8 Any trade executed by the Portfolio Management Services agency ('PMS') on behalf of the Designated Person in the Company's scrip shall be subject to requisite permission granted by the Designated Person and such trades shall require a Pre-clearance from the Compliance Officer of the Company.
- 8.9 As soon as the trade is executed by the PMS on behalf of the Designated Person, the Designated Person shall immediately inform the Compliance Officer the details of the trade executed by the PMS in the Company's scrip as per the reporting requirements mentioned in Clause 9.3 below.
- 8.10 The Designated Persons in their individual capacity shall be liable for any trades carried out by the PMS on their behalf and if such trades are in violation of the Company's Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Designated Person shall be liable to the action that the Audit Committee of the Company and / or the regulators may impose.

9. REPORTING AND DISCLOSURES REQUIREMENTS

9.1 All Directors/officers /Designated Persons / Employees shall be required to forward the following details of their securities transactions including the statement of dependent family members to the Compliance officer:

- a) All holdings in the securities of that Company by directors/ officers/ designated employees at the time of joining the Company; (**Refer Annexure 5**) or intimate electronically or as near format thereto
- b) Annual Statement of holdings addressed to the Compliance Officer (**Refer Annexure 6**) or intimate electronically or as near format thereto
- c) Trading in derivatives of securities and the traded value of the derivatives, if any

Note: The disclosures to be made hereunder shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

9.2 Initial Disclosure

Every Key Managerial and Senior Personnel or a Director or Promoter and member of Promoter Group of the Company on his / her appointment shall disclose in prescribed format (**Refer Annexure 5**) or intimated electronically or as near format thereto his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within 7 (seven) days of such appointment or becoming a Promoter or a member of Promoter Group.

9.3 Continual Disclosure

Every Designated Person, Key Managerial and Senior Personnel, Promoter and member of Promoter Group, and Director of the Company shall disclose to the company the number of such securities acquired or disposed of within 2 (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) in such form as may be prescribed. (**Refer Annexure 7**) or intimate electronically or as near format thereto.

This shall be in addition to the disclosure required to be made pursuant to **Clause 8.3.d** of this Code.

9.4 Disclosure by Company to the Stock Exchanges

The Company shall notify the particulars of such trading to the Stock Exchanges where the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

The above disclosures shall be made in such form and such manner as may be specified by the SEBI from time to time. The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

The following guidelines shall be followed with special reference to analysts, media persons and institutional investors

- a. Only public information to be provided.
- b. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- c. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- d. Simultaneous release of information after every such meet.

11. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

- 11.1 The Board of Directors or Head(s) of the organisation required to handle unpublished price sensitive information 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 along with their Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available 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.
- 11.2 The Board of Directors or Head(s) of the organisation required to handle unpublished price sensitive information 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 Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

12. MECHANISM FOR PREVENTION OF INSIDER TRADING

- 12.1 The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of UPSI.
- 12.2 All employees who have access to UPSI are identified as designated employee

- 12.3 All UPSI shall be identified and its confidentiality shall be maintained by designated employee and others who have knowledge of unpublished price sensitive information.
- 12.4 Adequate restriction shall be placed on procurement, communication and sharing of UPSI by designated employee and others who have knowledge of UPSI.
- 12.5 List of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreement shall be executed or notice shall be served to all such employees and persons
- 12.6 Audit Committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.
- 12.7 Audit committee shall review at least once in a financial year, compliance with this Code of Conduct read with the Regulations.

13. PENALTY FOR BREACH OF CODE OF CONDUCT

- 13.1 Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his / her immediate Relatives).
- 13.2 The Designated Persons/ Insiders who violates the Code of Conduct shall be subject to disciplinary action by the Company that may include wage freeze, suspension, recovery, fine, penalty etc. as may be imposed by the Board/ Audit Committee / Management Committee / Chairman of the Audit Committee as per the framework for imposition of penalty laid down for the actions to be taken for the Non-compliance with Code of Conduct (“the Framework”) The Designated Person who contravenes this Code shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery etc.
- 13.3 The Company may present the case to the Board/ Audit Committee / Management Committee / Chairman of the Audit Committee of the Company on case to case basis for their consideration and may after their approval, levy penalty / fine, etc. as per the Framework. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 13.4 Further, SEBI or the Stock Exchanges, as the case may be, may levy penalty / fine to the Designated Person who has violated the Code and such a penalty / fine levied by SEBI or the Stock Exchanges shall be in addition to the penalty / fine levied by the Company
- 13.5 The Company shall promptly inform the Stock Exchanges regarding any violation of this Code.

- 13.6 The action by the Company shall not preclude the SEBI or the Stock Exchanges from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- 13.7 Further Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

14. PROTECTION OF INFORMANT AGAINST RETALIATION AND VICTIMIZATION

An employee who during employment becomes privy to information relating to violation of Insider Trading laws and files a Voluntary Information Disclosure Form (VIDF) as per **Schedule D** of the Regulations and/or testifies in and/or participates in and/or otherwise assists or aids the SEBI Board in any investigation, inquiry, audit, examination or proceeding instituted or amount to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI Board or breaches any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI Board in any manner and is a director, partner, regular or contractual employee but does not include an advocate shall be subject to suitable protection under this Code against any discharge termination, demotion, suspension, threats, harassment directly or indirectly or discrimination against any such employee.

15. CODE OF FAIR DISCLOSURE

- 15.1 Under Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the principles for fair disclosure, in terms of the Code adopted by the Company are as follows:
- a. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available. Such disclosures shall be subject to internal corporate approvals and made through the authorized personnel of the Company. If any such information is accidentally disclosed without such approval, the person making such disclosure shall immediately inform the designated officer.
 - b. The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
 - c. The Company Secretary and Compliance Officer or such other person, as may be appointed by the Board shall serve as Chief Investors Relation Officer and is authorised for the purposes of this Code to deal with dissemination of information and disclosure of unpublished price sensitive information.

- d. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
- e. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumour(s) by regulatory authorities.
- f. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information. The Company shall endeavour that, where any unpublished price sensitive information is to be disclosed, before discussing or disclosing any such information to analysts or at any meeting, first the information be provided to the stock exchanges and where applicable, appropriate press releases be made, before any such meetings.
- g. The Company shall develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences, on the website of the Company to ensure official confirmation and documentation of disclosures made.
- h. The Company shall handle all unpublished price sensitive information on a need-to know basis.
- i. Any subsequent modification(s) and amendment(s) to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to that extent, shall automatically apply to this Code

15.2 Disclosure and dissemination of UPSI with special reference to analysts/investors meet:

- a. Whenever the Company proposes to organise analyst/investor meet, the Company shall make a press release or post relevant information on its website.
- b. No person, except those authorized by either the head of Investor Relations/Compliance Officer/head of Corporate Communication shall disclose any information relating to the Securities of the Company to the analysts/investors. Directors and Employees of the Company shall provide information available in public domain while dealing with analysts/investors and may share any information relating to or comment on any trends in the industry/economy/geo-political situation.

15.3 Sharing of information for legitimate purpose:

- a. The SEBI (Prevention of Insider Trading) Regulations, 2015, require the Board of Directors to formulate a policy for determination of 'legitimate purpose', in line with the guidance provided in the Insider Trading Regulations. The assessment of

whether sharing of UPSI for a particular instance would tantamount to 'legitimate purpose' would depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is "legitimate".

- b. **Legitimate Purpose**” shall mean sharing of UPSI in the ordinary course of business or on a need-to know basis. The Company may share the UPSI if required in the interest of the Company.

Legitimate Purpose shall inter-alia include sharing of UPSI on need to know basis 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 the Regulations. (Regulation 3(2A) and 3(2B)).

- c. In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:
- (i) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.
 - (ii) Under any proceedings or pursuant to any order of courts or tribunals; Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
 - (iii) As part of compliance with applicable laws, regulations, rules and requirements; Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.
 - (iv) Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking. Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.
 - (v) Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business which may require sharing of information with Promoters and Promoters in turn with their Promoters on need to know basis.

Some of the examples which are illustrative in nature are as mentioned below:

- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject

matter of a proposed deal/assignment/tie-up/venture/fund raising;

- Sharing the relevant UPSI by Company or Promoter(s) with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domains;
- Sharing the relevant UPSI by Company or Promoter(s) with business partners essential to fulfil the terms and conditions of a business contract with a client, vendor, collaborator or lender;
- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business.
- Sharing the relevant UPSI by Company or Promoter(s) for statutory consolidation requirements or related customary disclosure obligations.
- Sharing the relevant UPSI by Company or Promoter(s) with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Note: Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and shall comply with the Code.

- d. Primarily, the following factors should be considered while sharing UPSI:
 - (i) whether sharing of such information is in the ordinary course of business of the Company;
 - (ii) whether information is sought to be shared to evade or circumvent the prohibitions of the Insider Trading Regulations;
 - (iii) whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
 - (iv) whether the information is required to be shared for enabling the Company to discharge its legal obligations;
 - (v) whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- e. It is clarified that in the event there exist multiple purposes for sharing UPSI, each

purposes will be evaluated on its own merits, in line with the aforementioned principles.

- f. If at any time, any person is in receipt of UPSI pursuant to a legitimate purpose, he shall be considered as an "Insider" for purposes of this Code, and the Insider Trading Regulations.
- g. The Company shall inform the recipient of UPSI, by way of written intimation and/or contractual agreement, such as, confidentiality agreement or non - disclosure agreement, that: (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI; (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the Insider Trading Regulations, (iii) the recipient must maintain confidentiality of the UPSI at all times, (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed; and (v) the recipient must extend all cooperation to the Company, as may be required in this regard.
- h. In this regard, adequate systems and controls shall be put in place to ensure compliance with the Insider Trading Regulations towards sharing of UPSI for legitimate purposes, including the maintenance of a structured digital database as stipulated in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders.
- i. Upon failure of such person to maintain confidentiality of such UPSI, appropriate action may be taken by the Company as stipulated under Code of Internal Procedures and conduct for Regulating, Monitoring and Reporting of trading by Insiders.

Annexure (i)

This Annexure forms the part of the **CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. BACKGROUND

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

2. OBJECTIVES

- 2.1 To strengthen the internal control system to prevent leak of UPSI.
- 2.2 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’s securities as well as loss of reputation and investors’ / financiers’ confidence in the Company.
- 2.3 To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, company or Body Corporate.
- 2.4 To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly.
- 2.5 To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

3. DEFINITIONS

- 3.1 **Chief Investor Relation Officer** (CIO) shall mean the Company Secretary and Compliance Officer of the Company or anyone else as appointed by the Board of Directors under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 3.2 **Leak of UPSI** shall mean communication of information which is / shall be UPSI by any Insider, Employee and Designated Persons or any other known or unknown person

to any person other than a person(s) authorized by the Board of Directors of the Company after following the due process prescribed in this behalf in the Code of Practices 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.

- 3.3 **Support Staff** shall include IT staff or Secretarial Staff who have access to unpublished price sensitive information.
- 3.4 **Unpublished Price Sensitive Information (UPSI)** shall mean any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:
- a. Periodical financial results of the Company;
 - b. Intended declaration of dividends (Interim and Final);
 - c. Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
 - d. Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
 - e. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - f. Changes in Key Managerial and Senior Personnel;

4. DUTIES OF CIO

- 4.1 The CIO shall be responsible to;
- 4.2 Oversee the Compliance of this policy.
- 4.3 Report the incident of actual or suspected leak of UPSI to the SEBI.
- 4.4 Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- 4.5 To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry Committee.

5. DISCLOSURE OD ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHNAGES

- 5.1 On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in “**Annexure-A**” to this policy.

REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO SEBI

- 5.2 On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in “Annexure-B” to this policy.

6. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI

On becoming aware of *suo-moto* or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter including member of the promoter group, Director, Key Managerial Person, Insider, Employee, Designated person, Support Staff or any other known or unknown person, the CIO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure-:

I. Preliminary Enquiry:

- l.a Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.
- l.b The CIO, as may deem fit, initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

II. Disciplinary Action:

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

7. PENALTY

Further Non – Adherence to any of the Clause as mentioned in this Policy may attract a penalty of One Lakh rupees which may extend to One Crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

8. AMENDMENT

- i. The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.
- ii. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.
- iii. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required 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.

Annexure – A – CODE OF FAIR DISCLOSURE FOR UPSI

INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To
National Stock Exchange of India Limited

NSE - Corporate Office. National Stock Exchange of India Ltd. Exchange Plaza,
Plot no. C/1, G Block, Bandra-Kurla Complex. Bandra (E)
Mumbai - 400 051.

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	YES/NO

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully
For **Servokon Systems Limited**

Compliance Officer

Annexure-B – CODE OF FAIR DISCLOSURE OF UPSI

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Dear Sir / Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI
(Prohibition of Insider Trading) Regulation, 2015**

Ref.: Security Code No. _____

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	YES/NO

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully
For **Servokon Systems Limited**

Compliance Officer

**ANNEXURES TO THE CODE OF FAIR DISCLOSURE AND CODE OF CONDUCT
FOR PREVENTION OF INSIDER TRADING**

**ANNEXURE 1 – FORMAT FOR SEEKING PRE-CLEARANCE FROM THE
COMPLIANCE OFFICER**

APPLICATION FOR SEEKING PRE-CLEARANCE

Date:

The Compliance Officer
Servokon Systems Limited
C-13, Radhu Palace Road,
Laxmi Nagar,
Delhi-110092.

Dear Sir / Madam,

Sub: Application for seeking Pre-Clearance in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended and the Company's Code of Conduct, I seek your approval for purchase/ sale/subscription of the securities of the Company as per the details provided below.

The said securities will be bought/ sole in the name of _____(myself/ my immediate relative) whose Depository Participant and /or existing folio nos. are as under:

Seller's/ Buyer's Name	Type of securities	Name of company	DP & ClientID / Folio No.	No. of securities	Amount

I hereby declare that I am seeking this clearance on the basis that I do not have any Unpublished Price Sensitive Information as defined under the Regulations.

Please find enclosed herewith an Undertaking as per format prescribed by you.

Thanking you

Yours faithfully,

Name:, Employee No.:', CIN/ DIN :, PAN No.:', Department:

Designation and Place:

**ANNEXURE 2 – FORMAT OF UNDERTAKING TO BE SUBMITTED ALONG WITH
ANNEXURE 1**

UNDERTAKING ACCOMPANYING ANNEXURE 1

Date:

The Compliance Officer
Servokon Systems Limited
C-13, Radhu Palace Road,
Laxmi Nagar,
Delhi-110092.

Dear Sir / Madam,

Sub: Undertaking accompanying with Annexure “1”

I, (Name), (Designation) of the Company, residing at_____. I am desirous of dealing in _____(number) securities of the Company as mentioned in my pre –clearance application dated _____. I hereby undertake the following that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme).
- (b) I am not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the Securities at the time of the trading.
- (c) In case, I receive any Unpublished Price Sensitive Information after signing this Undertaking but before the execution of the deal, I shall inform the Compliance Officer of the change in the position and refrain from dealing in the securities till such information is made public.
- (d) I have not contravened the Company’s Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre- clearance.

Yours faithfully,

Name:

Employee No.:

CIN/ DIN.;

Department Designation:

PAN No.:

Place:

**ANNEXURE 3 – FORMAT IN WHICH COMPLIANCE OFFICER SHALL APPROVE /
DISAPPROVE THE PRE-CLEARANCE APPLICATION**

APPROVAL OF PRE-CLEARANCE

Name: _____

Date: _____

Designation: _____

Dear Sir / Madam,

Sub: Approval of Pre-clearance

With reference to your Application cum Undertaking for Pre-clearance dated____, we would like to inform you that your application to buy / sell equity shares of the Company is hereby approved, subject to the following provisions which you need to observe in terms of the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended while dealing in the securities:

- i) The transactions would have to be executed within 7 (seven) trading days and if the same is not executed within 7 (seven) trading days after the approval is given, you would have to Pre- Clear the transactions once again;
- ii) You are not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the securities at the time of the Trading;
- iii) You have not contravened the Company's Code of Conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
- iv) Any transactions with regard to the securities under this approval should be communicated to the Company within 2 (Two) trading days of the conclusion of the transactions as pre enclosed Reporting of Trade / Transaction Form as per **Annexure 4 as well as Annexure 7, if required;** and
- v) You have made full and true disclosure in the matter.

Note 1: According to the Regulations, "All Directors / Officers / Designated Persons who buy or sell any number of shares of the Company cannot enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction."

Note 2: In case you have received any "Unpublished Price Sensitive Information" after submission of your application for sale of shares, please inform the Compliance Officer of the change in the position and refrain from trading in the Securities of the Company till such information is made public.

Thanking You,

Yours

Faithfully,

For **Servokon Systems Limited**

Company Secretary and Compliance Officer

**ANNEXURE 4 - FORMAT FOR SUBMISSION OF DISCLOSURE OF DEALINGS BY THE
DESIGNATED PERSON AFTER EXECUTING THE TRADE**

REPORTING OF TRADE / TRANSACTION

Date: _____

The Compliance Officer
Servokon Systems Limited
C-13, Radhu Palace Road,
Laxmi Nagar,
Delhi-110092.

Dear Sir / Madam,

Sub: Reporting of Trade/ Transaction

I hereby give intimation pursuant to the Company's Code of Conduct and according to approval of pre- clearance dated __, I have executed a trade / transaction on_. The detail of said trade / transaction is as under:

Type of securities	No. of Securities purchased /Sold and the Exchange on which they were traded	Name of Company	Name in which Bought/ Sold	Average Gross Price per Securities Contracted	DP & Client ID/ Folio No.
Equity Shares		Servokon Systems Limited			

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct and the Regulations have been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 (six) months for entering into an opposite transaction in respect of said securities.

Or

According to approval of pre-clearance dated _____, I have not executed a trade / transaction due to _____ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in securities of the Company.

Yours faithfully,

Name:

Employee No.:

CIN/ DIN _____

Designation:

PAN No.:

Department:

Place:

ANNEXURE 5 – FORMAT FOR SUBMISSION OF DECLARATION AT THE TIME OF JOINING THE COMPANY.

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 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 No., 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		% of Shareholding
			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	Notional value in	Contract Specifications	Number of units (contracts * lot	Notional value in

	size)	Rupee terms		size)	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:

ANNEXURE 6 – FORMAT OF ANNUAL DISCLOSURE BY THE DESIGNATED PERSONS

Annual Disclosure by Designated Person(s) and upon change in the details previously submitted

Date: _____

The Compliance Officer
Servokon Systems Limited

C-13, Radhu Palace Road, Laxmi Nagar,
Delhi-110092.

Dear Sir / Madam,

Subject: Annual Statement of holdings

Name and address of Designated Person	Category of Designated Person (Promoters/ member of Promoter Group/ KMP / Directors/ Employee)	PAN No. / if PAN No. is not available- Passport No. or any other identifier authorised by Law	List of Contact nos. used by Designated person	DP ID/Client ID/Folio No.	Securities held as on 31 st March, __	
					Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.
1	2	3	4	5	6	7

Details of Immediate Relatives:

—

Names of Immediate Relatives	PAN No. of Immediate Relatives / if PAN No. is not available- Passport No. or any other identifier authorised by Law	List of Contact nos. used by Immediate Relatives	Securities held by Immediate Relatives as on 31 st March,	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.
1	2	3	4	5

Other Prescribed Details:

Names of Person(s) with whom Designated Person shares a “Material Financial Relationship”	PAN No. of Person(s) with whom Designated Person shares a “Material Financial Relationship” / if PAN No. is not available- Passport No. or any other identifier authorised by Law	List of Contactnos. used by Person(s) with whom Designated Person shares a “Material Financial Relationship”
1	2	3

Note: “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 12 (twelve) months, equivalent to atleast 25% annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

I also confirm that the above information is correct and that no provision of the Company’s Code of Conduct has been violated/contravened.

Name &
Signature:
Designation:
Date:
Place:

				s, etc.)			specify)							
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the Company by Promoter, member of 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)

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
1	7	8	9	0	1	2

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

Name &

Signature:

Designation:

Date:

Place