

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING (“THE CODE”)

IMAGINE MARKETING LIMITED

1. INTRODUCTION

This Code is framed in line with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”) and is effective from the date of listing of the securities of the Company on the stock exchange(s).

2. APPLICABILITY

This Code shall be applicable to Designated Persons and their Immediate Relatives.

3. DEFINITIONS

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.
- b) “**Board**” means Board of Directors of the Company.
- c) “**Code**” means this Code of Conduct for Prohibition of Insider Trading in the Securities, as amended by the Board from time to time.
- d) “**Company**” means (Name of Company)
- e) “**Compliance Officer**” means Company Secretary of the Company.
- f) “**Connected person**” means-
 - (i) 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -
 - a) An immediate relative of connected persons specified in clause (i); or
 - b) A holding company or associate company or subsidiary company; or
 - c) An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or

- d) An investment company, trustee company, asset management company or an employee or director thereof; or
 - e) An official of a stock exchange or of clearing house or corporation; or
 - f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) A member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) A banker of the Company; or
 - j) A concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- g) **“Designated Person(s)”** shall include the following persons:
- a) Every Promoter and Promoter Group, and all Directors whether executive, non-executive or independent;
 - b) Employees in the category of Key managerial personnel, business unit heads, chief executive officer;
 - c) The assistant and secretaries of the categories of persons as set forth in point (b) above and all persons that directly report to the persons as set forth in point (b) who are under the designation of general manager, assistant general manager, or senior manager;
 - d) Permanent invitees / invitees to the Board meeting and committee meetings;
 - e) Personal assistant/secretary to all the above persons;
 - f) Immediate Relatives of all the above persons;
 - g) All other employees of the Company and its material subsidiaries and associate companies, irrespective of their cadre working in accounts, finance, information technology, treasury, taxation departments, secretarial, legal and compliance departments, internal audit department, business / investor’s relations and corporate communications department, and chief executive officer / managing director’s office and chairman’s office;
 - h) Persons employed on contract basis and performing similar roles or having similar responsibilities as persons mentioned in (ii), (iii) and (iv) above; and
 - i) And such other persons as may be notified by the Compliance Officer as per direction of the Board considering the objectives of the Code.
- h) **“Dealing in Securities”** means an act of subscribing to, buying, selling, or agreeing to subscribe to, buy, sell or deal in Securities of the Company either as Principal or Agent.
- i) **“Employee”** means any individual who during employment in the Company may become privy to information relating to violation of insider trading laws and files a Voluntary

Information Disclosure Form under SEBI PIT Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

- j) **“Fiduciary”** means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising Company shall be collectively referred to as fiduciaries.
- k) **“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.
- l) **“Informant”** means an individual, who voluntarily submits to the SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the SEBI PIT Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a Reward.
- m) **“Insider”** means a Connected Person or any person who is in possession of or having access to UPSI.
- n) **“Intermediaries”** shall include such persons as defined in Section 12 of the Securities and Exchange Board of India Act, 1992 viz., Stock Brokers, Sub-brokers, Share Transfer Agents, Banker to an Issue, Trustee of a Trust Deed, Registrar to an Issue, Merchant Banker, Underwriter, Portfolio Manager, Investment Adviser and such other persons associated with Securities Market and registered with SEBI.
- o) **“Legal Representative”** means a duly authorised individual who is admitted to the practice of law in India.
- p) **“Material Subsidiary”** shall be as defined under the SEBI Listing Regulations and shall mean a subsidiary of the Company whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- q) **“Original Information”** means any relevant information submitted in accordance with the SEBI PIT Regulations pertaining to any violation of insider trading laws that is:
 - i) derived from the independent knowledge and analysis of the Informant;
 - ii) not known to the SEBI from any other source, except where the Informant is the original source of the information;
 - iii) is sufficiently specific, credible and timely to (i) commence an examination or inquiry or audit; (ii) assist in an ongoing examination or investigation or inquiry or audit; (iii) open

or re-open an investigation or inquiry; or (iv) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the SEBI;

- iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and
- v) not irrelevant or frivolous or vexatious.

Information which does not in the opinion of the SEBI add to the information already possessed by the SEBI is not original information.

- r) "**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.
- s) "**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.
- t) "**Reward**" means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of SEBI PIT Regulations.
- u) "**SEBI**" means Securities and Exchange Board of India.
- v) "**Securities**" shall have the meaning assigned to it under Securities Contracts (Regulation) Act, 1956, which includes:
 - i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature;
 - ii) puts, calls or any other option on the Company's securities even though they are not issued by the Company;
 - iii) futures, derivatives and hybrids;
 - iv) such other instruments as may be declared to be such by the Compliance Officer from time to time; and
 - v) Excludes units of Mutual Fund.
- w) "**Securities Laws**" means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by the SEBI and the relevant rules and regulations made thereunder.
- x) "**Trading**" means and includes subscribing, buying, selling, dealing, pledging or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

- y) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- z) **“Trading Plan”** has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.
- aa) **“Trading Window”** means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.
- bb) **“Unpublished Price Sensitive Information”** (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 and shall, ordinarily including but not restricted to, information relating to the following:
 - i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - v) change in key managerial personnel
- cc) **“Voluntary Information Disclosure Form”** means the form provided in the schedule of the Code.
- dd) **“Voluntarily Providing Information”** means providing the SEBI with information before receiving a request, inquiry, or demand from the SEBI, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant.

Words and phrases used in the Code and not defined hereinabove shall have the same meaning ascribed to such terms in the Act, the Insider Trading Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations notified thereunder.

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- a) Insiders shall maintain the confidentiality of all UPSI and shall not pass on such information to any other person, directly or indirectly, including but not limited to making recommendation for trading in securities of the Company, except where such communication is in furtherance of legitimate purposes, performance of duties and discharge of legal obligation.

Provided further that any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider and due notice shall be given to maintain confidentiality of such UPSI.

- b) In case an Insider or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Policy and Procedure for Enquiry in case of leak or suspected leak of UPSI framed by the Company.
- c) Insiders shall not trade in the Securities of the Company or counsel any person to trade in the Securities of the Company while in possession of UPSI. If covered persons had traded securities while in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- d) Restriction on communication of UPSI is not applicable in case of:
 - (i) a transaction that would entail an open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) and any amendments thereto, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company; or
 - (ii) a transaction that would not attract an open offer, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company, provided that such UPSI is made public at least two trading days before the proposed transaction in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- (e) For the purposes of Clause 4(d), the parties with whom UPSI is shared, shall enter into confidentiality / non-disclosure agreements with the Company and be required to keep the UPSI confidential and shall not trade in the Securities of the Company when in possession of UPSI.
- (f) The Board shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- (g) Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading. This, however, does not prevent employees from exercising their stock options during the time the Trading Window is closed, although, the shares obtained on exercise of options cannot be traded in any manner during the time the Trading Window is closed or when the employee is in possession of Unpublished Price Sensitive Information.

5. PROCESS OF BRINGING IN INSIDERS ON SENSITIVE TRANSACTIONS

- a) In the event of a sensitive transaction, persons including Designated Persons could be involved based on need to know basis for legitimate purpose and relevance of the said person to the said transaction.
The relevant party shall be informed that they must keep the relevant information in relation to the sensitive transaction strictly confidential and that they shall not to deal in the Company's securities before such information is made public.
- b) Persons involved in a sensitive transaction shall be deemed to be Insiders from time they are aware of a sensitive transaction and shall remain to be an Insider until expiry of 48 hours of such sensitive transaction is made public or the time till the transaction loses its commercial relevance, whichever is earlier;
- c) The Executive Directors or the General Counsel or the Compliance Officer of the Company may identify persons to be involved as Insiders in relation to a sensitive transaction.
- d) A notice shall be given to such Insiders before being involved in a sensitive transaction to maintain confidentiality of such information/ transactions and make aware of duties and liabilities attached to the receipt of the such information or misuse of such information.

6. TRADING IN SECURITIES OF THE COMPANY

- a) An Insider shall not, directly or indirectly either on their own behalf or on behalf of any other person trade in securities of the Company
 - i) When in possession of UPSI;

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

- a) Off-market inter-se transfer transactions between Insiders who were in possession of the same UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);

Further, such transactions shall be reported by the Insider to the Company within two working days and Company shall notify the particulars of such trades to the stock exchanges within two working days from receipt of the disclosure of from becoming aware of such information.

- b) Transactions that are carried out through block-deal window mechanism between persons who were in possession of UPSI, without being in breach of Regulation 3 of SEBI PIT Regulations and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);

- c) Transaction that is carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
 - d) Transaction that is undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
 - e) Transaction carried out by non-individual insider, where the individuals who were in possession of UPSI were different from the individuals taking the trading decision and the decision making individuals were not in possession of UPSI.
 - f) Trades are pursuant to a Trading Plan set up in accordance with this Code.
- ii) When the Trading Window of the Company is closed. For further details in relation to the Trading Window please see sub clause (b) of Clause 6.
- b) Designated Persons shall be governed by this Code for dealing in securities.

Designated Persons may deal in the shares of the Company subject to compliance with the following process:

iii) Trading Window

The Company shall specify a notional period for Trading called “Trading Window” for Trading in the Securities of the Company. The Trading Window shall be closed during the time price sensitive information is unpublished. Trading Restriction starts from end of the quarter till 48 hours after announcement of financial results.

All Designated Persons shall conduct all their dealings in the Securities only when the Trading Window is open or as per approved Trading Plan and no Designated Person shall deal in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time, except where Trading plan has been approved by the Compliance Officer.

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

Additionally, the Trading Window shall be closed at other times when the price sensitive information remains unpublished, in particular for Designated Persons or class of Designated Persons as may be ascertained by the Compliance Officer.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event

shall not be earlier than forty-eight hours after the information becomes generally available.

The trading window restrictions shall not apply in respect of:

- (i) Off-market inter-se transfer transactions between Insiders who were in possession of the same UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);
- (ii) Transactions that are carried out through block-deal window mechanism between persons who were in possession of UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);
- (iii) Transaction that is carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- (iv) Transaction that is undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- (v) Trades are pursuant to a Trading Plan set up in accordance with this Code.
- (vi) Pledge of shares for a bonafide purpose such as raising funds, subject to pre-clearance by the Compliance Officer and compliances with the respective regulations made by the SEBI; and
- (vii) Transactions which are undertaken in accordance with the respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to the rights issue, further public issue, preferential allotment or tendering of shares in a buy back offer, open offer, delisting offer.

(i) Pre-Clearance of Trade

Every Designated Person/Insider shall obtain a pre-clearance approval as per the procedure prescribed hereunder. For any dealing in any Securities of the Company proposed to be undertaken by such Designated Person/his / her dependent, such pre-clearance approval would be necessary. However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed and hence, he / she shall not be allowed to trade.

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 prior to undertaking the transaction.

The Compliance Officer shall, on receiving an application, provide the Designated Person(s) with an acknowledgement on the duplicate of the application. The Compliance Officer shall inform his/ her decision regarding the clearance within two working days from the receipt of application of pre-clearance. The Compliance officer shall retain copies of all applications and acknowledgements.

Designated Person who do not complete the transaction within 7 days of pre-clearance shall seek fresh pre-clearance for the transaction. Transactions pre-cleared by Designated Person shall be reported by the Compliance Officer to the Audit Committee.

The preclearance of trade shall not be required if the trade has been executed as per the trading plan approved by the Compliance Officer.

Designated Persons in possession of UPSI are not eligible to apply for pre-clearance of any proposed trade even if trading window is open.

It is the responsibility of the Designated Person to disclose such trading to the Compliance Officer within the stipulated timeline. The reporting to the Stock Exchange shall be made within two trading days from the date of receipt of such information.

(ii) Restriction on Opposite Transactions

Designated Persons are restricted from entering into opposite transactions i.e., sell or buy any number of shares during next six months following the prior transaction.

Explanation: if a Designated Person has bought shares of the company, he can continue to buy the shares (when the Trading Window is open and subject to Pre-clearance) but cannot sell any number of shares for a period of 6 months from the last date when he bought the shares. Similarly, if he sells the shares of the company, he can continue to sell any number of shares but cannot buy any shares for a period of 6 months from the last date when he sold the shares.

In case of personal emergency, the 6 months holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard.

Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

However, the above mentioned restrictions shall not be applicable to trades pursuant to exercise of stock options.

c) Restrictions on Derivative Transactions

Designated Persons of the Company shall not take part in derivative transactions in the securities of the Company at any time, except as provided under the SEBI PIT Regulations.

7. TRADING PLAN

Insiders who wish to trade in Securities may formulate a Trading Plan as prescribed under the SEBI PIT Regulations.

Implementation of the Trading Plan shall be as prescribed under the SEBI PIT Regulations.

8. REPORTING REQUIREMENTS TO THE COMPANY & STOCK EXCHANGE

Initial disclosures

- a) Company's Securities held by every Promoter, member of the Promoter Group, key managerial personnel of the Company, Directors, and the Designated Persons are required to be disclosed, to the Company, within thirty days of the SEBI PIT Regulations being effective. in the prescribed format.
- b) Every person on appointment of Directors, or Key Managerial Personnel of the Company or becoming a Promoter or member of the Promoter Group shall disclose his/ their holding of Securities, if any, to the Company, as on the date of appointment in the Company or becoming a Promoter or member of the Promoter Group in the format specified within seven days of such appointment or becoming a Promoter or member of the Promoter Group. in the prescribed format.

Continual Disclosures:

- a) Continual disclosure in the prescribed format of the Company's Securities acquired or disposed of by the Promoter, members of the Promoter Group, Director and/or Designated Persons, in case the number of Securities of the Company traded, whether in one transaction or a series of transactions over a calendar quarter, to a traded value in excess of ten lakh rupees, shall be made within two Trading Days of such transaction by such concerned person to the Company. The disclosures shall also include trading in derivatives of the Company. Further, every Insider shall disclose to the Company, the number of such Securities acquired or disposed of through an off-market inter-se transaction within two Trading days of such transaction.

- b) The Company shall notify the particulars of the above-mentioned trading to the stock exchange on which the Securities are listed, within two Trading days of receipt of disclosure or becoming aware of such information.
- c) Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis in within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly:
 - i) Immediate Relatives
 - ii) persons with whom such Designated Person(s) shares a Material Financial Relationship
 - iii) Phone numbers including mobile numbers which are used by the above persons

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis to the Company.

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

- d) Where the Designated Person does not hold any Securities in the Company either in his/her name or in the names of his/ her immediate relatives, he/ she shall furnish the report in the format prescribed, stating the shareholding as NIL.
- e) Where it is subsequently found that the Designated Person was holding Securities of the Company (either directly or in the name of his/ her immediate relatives) and the same was not duly reported, the Designated Person shall be treated as violating the Code of Conduct and the Company may forthwith proceed to take penal action prescribed in serial number 13 of this Code.

9. PRESERVATION OF PRICE SENSITIVE INFORMATION/ LEGITIMATE PURPOSE

- a) All Insiders shall maintain the confidentiality of all UPSI. They shall, while in possession of any UPSI, neither deal in the shares of the Company on the basis of UPSI nor pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of shares of the Company and shall not:
 - i) Communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of the Securities unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;

- ii) Discuss UPSI in public places;
 - iii) Disclose UPSI to any employee who does not need to know the information for discharging his or her duties;
 - iv) Recommend to anyone that they may undertake Dealing in the Securities while being in possession, control or knowledge of the UPSI;
 - v) Be seen or perceived to be Dealing in the Securities while in possession of UPSI.
- b) Need to Know Basis

UPSI is to be handled on a “need to know” basis, i.e., should be disclosed only to those within and outside the Company who need to know such information, in furtherance of a legitimate purpose, performance of duties, discharge of legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse thereof.

c) Limited access to confidential information

Files containing Confidential or Unpublished UPSI shall be kept secure. Computer files must have adequate security of login and password. Without prejudice to the above, employees shall follow such guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time.

- d) The Compliance Officer shall maintain: (a) an updated list of Designated Person(s); and (b) records of disclosures and pre-clearance applications and undertakings for a minimum period of five years.

10. CHINESE WALL PROCEDURES

- a) To prevent the misuse of UPSI, the Company shall adopt a Chinese Wall system in which departments which routinely have access to UPSI (“**Inside Areas**”) shall be separated from departments dealing in sales/marketing, or any other such department providing support services to customers and clients (“**Public Areas**”).
- b) The following shall act as a guideline in the implementation of a Chinese Walls policy:
- i) The employees in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas;
 - ii) The employees in the Inside Areas may be physically separated from the employees in Public Area;

- iii) employees from the Public Areas may be 'brought over the wall' and allowed the possession of UPSI only in exceptional circumstances and on a strict 'need to know' basis, as per the intimation and under the supervision of the Compliance Officer;
- iv) Upon transmission of the UPSI, the relevant persons from the Public Areas, if not already a Designated Person, will be deemed to be a Designated Person and shall become bound by this Code.

11. COMPLIANCE OFFICER – APPOINTMENT AND DUTIES

- a) The Company Secretary is the Compliance Officer of the Company to ensure compliance with and for effective implementation of the Regulations, as well as this Code, across the Company.
- b) The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
- c) The Compliance Officer shall provide half-yearly reports of trading by Designated Persons to the chairperson of the Audit Committee and chairman of the Board.
- d) The Compliance Officer shall on an annual basis confirm to the Audit Committee that the internal controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.
- e) The Compliance Officer shall grant of pre-Trading approvals to the Designated Person(s) and their Immediate Relatives for Trading in Securities and shall monitor of such Trading.
- f) The Compliance Officer may be empowered to grant relaxation from strict application of such restrictions for reasons to be recorded in writing provided that such relaxation does not violate the Insider Trading Regulations.

12. POWERS TO INVESTIGATE OFFENCES

In relation to any offences by Designated Persons shall:

- a) Serve a notice on the Designated Person. Provided that, if the Board is of the opinion that it is necessary in the interest of the Company, it can initiate such proceedings without serving any notice.
- b) Investigate such records and documents in his/ her possession or in the possession of the Company.
- c) Record reasons of the Designated Person in writing.

13. PENALTY FOR CONTRAVENTION

Designated Persons shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

Any instance of violation of this Code shall be reported to the Audit Committee or any other Committee of the Board designated for this purpose by the Board.

Inquiry into an instance of leak or suspected instance leak of UPSI shall be initiated, in accordance with the investigation process provided under the Policy and Procedure for Enquiry in case of leak or suspected leak of UPSI framed by the Company.

The details of the leaks, inquiries and the results of the enquiries shall be informed to the Board of Directors and Securities Exchange Board of India promptly as required under the law.

Any Insider who violates this Code may be penalized and appropriate action may be taken against him/ her, which inter-alia may extend to wage freeze, cancellation of contract, clawback, recovery of profits from the made in the trade, suspension, elimination from employee stock options plan and/ or removal from services of the Company.

The Audit Committee shall have the authority to take appropriate action against Insiders for violation of this Code.

Any instance of violation of the SEBI PIT Regulations shall be placed before the Board and if deemed fit by the Board such instances of violation shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time .

Action taken by the Company for violation of the Regulations or this Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

14. DISCLOSURE TO SEBI UNDER CHAPTER IIIA OF THE SEBI PIT REGULATIONS AND PROTECTION OF THE INFORMANT:

- a) Disclosure by an Informant shall be governed by SEBI PIT Regulations and shall be made to SEBI in the specified format. Informants who are considered tentatively eligible for an award, shall submit the informant reward claim form in the specified format to the SEBI, within the period specified in the intimation sent by the SEBI.
- b) Any Employee who files a Voluntary Information Disclosure Form or does any other act incidental to same, shall not be subject to any discharge, discrimination, termination,

demotion, suspension, threats, harassment, directly or indirectly. The Company shall provide adequate protection to such Employee against any discharge, termination, demotion, suspension, threats, harassment, discrimination, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under SEBI PIT Regulations, by reason of:

- i) filing a Voluntary Information Disclosure Form under SEBI PIT Regulations;
- ii) testifying in, participating in, or otherwise assisting or aiding the SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or
- iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

Nothing in this Clause 14 shall require such Employee to establish that:

- i) the SEBI has taken up any enforcement action in furtherance of information provided by such person; or
 - ii) the information provided fulfils the criteria of being considered as an Original Information under SEBI PIT Regulations.
- c) Any Employee may approach the Compliance Officer in case of any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against him / her on account of filing the Voluntary Information Disclosure Form. The Compliance Officer shall take all the reasonable steps that are necessary to maintain the confidentiality of such Employee.
- d) The Compliance Officer shall report the complaint to the Audit Committee for further inquiry and action. The person against whom a complaint is made and the person making the complaint shall not be a member of the committee looking into the matter.

15. DIGITAL DATABASE OF PERSONS WITH WHOM UPSI IS SHARED

The Board shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons or entities as the case may be with whom such information is shared along with the Permanent Account Number or any other identifier authorised 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.

Such database shall be preserved for a period 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 database shall be preserved till the completion of such proceedings.

Process for how and when people are brought 'Inside' On sensitive transactions.

The Compliance Officer in consultation with MD/CEO or CFO of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s). A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for Legitimate purpose which shall include the following:

- (i) in the ordinary course of business.
- (ii) in furtherance of performance of duties for lawful business purposes;
- (iii) for discharge of legal obligation(s).
- (iv) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
- (v) for any other purpose as may be prescribed under the applicable law for the time being in force, in this behalf, as may be amended from time to time

Intimation of Duties and Responsibilities and the Liability to the Person(s) who has/have been brought "Inside" on Sensitive transaction(s).

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons; (i) To make aware such person that the information shared is or would be confidential. (ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations. (iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

Internal Control System

The MD/ CEO/ Compliance Officer of Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in this Code and the Insider Trading Regulations to prevent insider trading including:

- a. all Employees who have access to unpublished price sensitive information are identified as Designated Persons;
- b. all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Insider Trading Regulations;
- c. adequate restrictions shall be placed on communication or procurement of UPSI as required under the Insider Trading Regulations;
- d. lists of all Employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such Employees and persons;
- e. periodic review to evaluate effectiveness of such internal controls; and
- f. all other relevant requirements specified under the Insider Trading Regulations shall be complied with.

16. AMENDMENT OF THIS CODE

- a) This Code shall be subject to review and be amended from time to time, as may be deemed necessary and in accordance with any regulatory amendments. When required, the Board may seek support from external professionals in order to smoothen the functioning and accomplishment of the objectives of the Code.
- b) In case of any doubt with regard to any provision of this Code and also in respect of matters not covered herein, a reference shall be made to the Board. In all such matters, the decision of the Board shall be final and conclusive.
- c) In case of any subsequent changes in the provisions of the Insider Trading Regulations or any other regulations (“**Regulations**”) which make any of these clauses/ provisions in this Code inconsistent with the Regulations, the provisions of the Regulations shall prevail.