

CLIX CAPITAL SERVICES PRIVATE LIMITED

POLICY FOR PREVENTION OF INSIDER TRADING

[In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 & SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003]

Note: This policy applies to Clix Capital and its subsidiaries.

Policy Owner	Company Secretary
Approved by	Board of Directors
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1. PREFACE

CLIX CAPITAL SERVICES PRIVATE LIMITED (herein after referred to as the “Company”) is committed to the preserving the confidentiality and preventing the misuse of any un-published price sensitive information. The Company is further committed to adherence to all applicable laws and regulations set forth by the Securities and Exchange Board of India (“SEBI”) or the Stock Exchanges with regards to prevention of insider trading. Trading on insider information is not only illegal, but also tarnishes corporate credibility of the Company. The Company is committed to ensuring transparency and fairness in dealing with all stakeholders of the Company. This insider trading policy (this “Policy”) aims to define and establish rules & process of the Company with respect to

- Prevention of Insider trading of securities;
- To ensure there is no violation of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- Maintenance of confidentiality of Unpublished Price Sensitive Information; and
- Adherence to SEBI’s applicable guidelines by all Connected Persons or deemed Connected Persons including directors, officers and Designated Persons for prevention of insider trading. The Policy shall come into force with effect from the date of listing of the securities of the Company on any recognized stock exchange of India and/or overseas.
- “Company’s Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders” (hereinafter referred as the Code of Conduct or the Conduct or the Code) is framed in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. This Code is applicable to the Designated Persons as may be specified by the Board of Directors and their Immediate Relatives.

2. DEFINITIONS of some of the key terms used in this Policy are given below:

- a) “Board” means the Board of Directors of the Company;
- b) “Code” or “Code of Conduct” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons pursuant to Regulation 9 read with Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulation”), as amended from time to time.
- c) “Company” means Clix Capital Services Private Limited;
- d) “Compliance Officer” means any senior officer, designated so from time to time, in compliance with the provisions of SEBI Insider Trading Regulations;
- e) “Connected Person” means a ‘Connected Person’ as defined under Clause 2(d) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, which includes:
 - (i) any person who is or has, during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or 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 Act, 1992, as amended, 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 SEBI; 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;

- f) “Designated Person” shall include a person occupying any of the following position in the company:
- (i) All Directors on the Board;
 - (ii) All Key Managerial Personnel;
 - (iii) All Senior Managerial Personnel;
 - (iv) All Vice President & above;
 - (v) All Employees (Above Manager Grade) in the Finance & Accounts, Legal, Secretarial & Compliance, Investor Relations, Communications and Media Communications departments; vi. All employees who are attached to Directors/MD/CEO’s Office;
 - (vi) Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants and Advisors of the Company;
 - (vii) Any other person who on the basis of their role and function in the Company, is reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, as may be decided by the Chairman/Managing Director/Whole-Time Director/Joint Managing Director/Compliance Officer, from time to time;
- g) “Dealing in Securities” means an act of subscribing, buying, selling or agreeing to subscribe, sell or deal in any securities either as principal or agent;
- h) “Generally available information” means information that is accessible to the public on a non-discriminatory basis;
- i) “Insider” means as defined under Clause 2 (g) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, which includes: i) a Connected Person; or ii) in possession of or having access to unpublished price sensitive information;
- j) “Insider Trading” means actions where insiders use unpublished price sensitive information to arrive at securities trading/dealing (including buying as well as selling) decisions;
- 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) “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- m) “SEBI Insider Trading Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- n) “Unpublished Price Sensitive Information” shall have the meaning as defined under the SEBI Insider Trading Regulations which 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:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended.

Words and expressions not defined in this Policy shall have the same meaning as contained in SEBI Insider Trading Regulations.

3. COMPLIANCE OFFICER

3.1 ROLE OF COMPLIANCE OFFICER

- a) The Company has appointed the Company Secretary as the Compliance Officer who shall report on insider trading to the Chairman of Audit Committee on yearly basis.
- b) Prior to approving any trades, the compliance officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- c) The Compliance Officer shall be responsible for setting policies, procedures, monitoring mechanisms for preserving the UPSI, “Pre-Clearing Trades” of Directors, Designated Persons, and Connected Persons and implementation of the Code of Conduct under the overall supervision for the Board and assist all employees in addressing any clarifications regarding the SEBI PIT Regulations.

3.2 DUTIES OF COMPLIANCE OFFICER

The Company shall appoint any senior person as the Compliance Officer who shall report to the Board on matters relating to prevention of Insider trading as specified in the Policy. His duties shall include the following:

- S/He shall be responsible for monitoring implementation of the Policy under the overall supervision of the Board;
- S/He shall maintain a record of Designated Persons and any changes made to the list of Designated Persons;
- S/He shall assist all the employees in addressing any clarification regarding the “Company’s Policy on Prevention of Insider Trading” and SEBI Insider Trading Regulations;
- S/He may in consultation with the Chairman and/or Managing Director and shall as directed by the Board, specifies prohibited period from time to time and immediately make an announcement thereof;
- S/He shall ensure that prohibited period is intimated to all concerned before the commencement of the said period;
- S/He shall maintain records of all the declarations submitted in the appropriate form given by the Designated Persons;
- S/He shall inform all Stock Exchanges on which the securities of the Company are listed, the information received under as required and disclose to the extent, as required under rules and regulations promulgated by SEBI or the Stock Exchanges;
- S/He shall place details of the dealing in the securities by Designated Persons before the Managing Director/Chief Executive Officer on quarterly basis and the accompanying documents that such persons had executed under the pre-dealing procedure as mentioned in this Policy.
- S/He shall implement the punitive measures or disciplinary action prescribed for any violation or contravention of the Code of Conduct;
- S/He shall do all such things as provided in the SEBI Insider Trading Regulations and as may be prescribed by SEBI from time to time.

4. MAINTENANCE OF CONFIDENTIALITY

- Insider Persons shall maintain the confidentiality of all unpublished price sensitive information.
- Such persons shall also not pass on such information to any person directly or indirectly by means such as making a recommendation for the purchase or sale of securities etc.

- Unpublished Price Sensitive Information is to be handled on a "need to know basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company who need such information to discharge their duties.
- All files, whether electronic or manual, containing confidential information shall be kept secure.

5. PROHIBITION OF FRAUDULENT AND UNFAIR TRADE PRACTICES RELATING TO SECURITIES MARKET

- A. The company will ensure the compliance of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. The terms defined below will be used for this section only.
- a) "Dealing in securities" includes an act of buying, selling or subscribing pursuant to any issue of any security or agreeing to buy, sell or subscribe to any issue of any security or otherwise transacting in any way in any security by any person as principal, agent or intermediary referred to in section 12 of the Act.
 - b) "Fraud" includes any act, expression, omission or concealment committed whether in a deceitful manner or not by a person or by any other person with his connivance or by his agent while dealing in securities in order to induce another person or his agent to deal in securities, whether or not there is any wrongful gain or avoidance of any loss, and shall also include—
 - (i) a knowing misrepresentation of the truth or concealment of material fact in order that another person may act to his detriment;
 - (ii) a suggestion as to a fact which is not true by one who does not believe it to be true;
 - (iii) an active concealment of a fact by a person having knowledge or belief of the fact;
 - (iv) a promise made without any intention of performing it;
 - (v) a representation made in a reckless and careless manner whether it be true or false;
 - (vi) any such act or omission as any other law specifically declares to be fraudulent,
 - (vii) deceptive behaviour by a person depriving another of informed consent or full participation,
 - (viii) a false statement made without reasonable ground for believing it to be true.
 - (ix) the act of an issuer of securities giving out misinformation that affects the market price of the security, resulting in investors being effectively misled even though they did not rely on the statement itself or anything derived from it other than the market price. And "fraudulent" shall be construed accordingly;

Nothing contained in this clause shall apply to any general comments made in good faith in regard to—

- i. the economic policy of the government
 - ii. the economic situation of the country
 - iii. trends in the securities market;
 - iv. any other matter of a like nature whether such comments are made in public or in private;
- B. Prohibition of certain dealings in securities, No person shall directly or indirectly—
- i. buy, sell or otherwise deal in securities in a fraudulent manner;
 - ii. use or employ, in connection with issue, purchase or sale of any security listed or proposed to be listed in a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of the Act or the rules or the regulations made there under;
 - iii. employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;
 - iv. engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made there under.
- C. Prohibition of manipulative, fraudulent and unfair trade practices

- 1) Without prejudice to the provisions of above para (B) (regulation 3 of (b) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003), no person shall indulge in a fraudulent or an unfair trade practice in securities.
- 2) Dealing in securities shall be deemed to be a fraudulent or an unfair trade practice if it involves fraud and may include all or any of the following, namely:—
 - a) indulging in an act which creates false or misleading appearance of trading in the securities market;
 - b) dealing in a security not intended to effect transfer of beneficial ownership but intended to operate only as a device to inflate, depress or cause fluctuations in the price of such security for wrongful gain or avoidance of loss;
 - c) advancing or agreeing to advance any money to any person thereby inducing any other person to offer to buy any security in any issue only with the intention of securing the minimum subscription to such issue;
 - d) paying, offering or agreeing to pay or offer, directly or indirectly, to any person any money or money's worth for inducing such person for dealing in any security with the object of inflating, depressing, maintaining or causing fluctuation in the price of such security;
 - e) any act or omission amounting to manipulation of the price of a security;
 - f) publishing or causing to publish or reporting or causing to report by a person dealing in securities any information which is not true or which he does not believe to be true prior to or in the course of dealing in securities;
 - g) entering into a transaction in securities without intention of performing it or without intention of change of ownership of such security;
 - h) selling, dealing or pledging of stolen or counterfeit security whether in physical or dematerialized form;
 - i) an intermediary promising a certain price in respect of buying or selling of a security to a client and waiting till a discrepancy arises in the price of such security and retaining the difference in prices as profit for himself;
 - j) an intermediary providing his clients with such information relating to a security as cannot be verified by the clients before their dealing in such security;
 - k) an advertisement that is misleading or that contains information in a distorted manner and which may influence the decision of the investors;
 - l) an intermediary reporting trading transactions to his clients entered into on their behalf in an inflated manner in order to increase his commission and brokerage;
 - m) an intermediary not disclosing to his client transactions entered into on his behalf including taking an option position;
 - n) circular transactions in respect of a security entered into between intermediaries in order to increase commission to provide a false appearance of trading in such security or to inflate, depress or cause fluctuations in the price of such security;
 - o) encouraging the clients by an intermediary to deal in securities solely with the object of enhancing his brokerage or commission;
 - p) an intermediary predating or otherwise falsifying records such as contract notes.
 - q) an intermediary buying or selling securities in advance of a substantial client order or whereby a futures or option position is taken about an impending transaction in the same or related futures or options contract.
 - r) planting false or misleading news which may induce sale or purchase of securities.
 - s) mis-selling of units of a mutual fund scheme; Explanation.- For the purpose of this clause, "mis-selling" means sale of units of a mutual fund scheme by any person, directly or indirectly, by— (i)

making a false or misleading statement, or (ii) concealing or omitting material facts of the scheme, or (iii) concealing the associated risk factors of the scheme, or (iv) not taking reasonable care to ensure suitability of the scheme to the buyer.

- t) illegal mobilization of funds by sponsoring or causing to be sponsored or carrying on or causing to be carried on any collective investment scheme by any person. Explanation.- For the purposes of this sub-regulation, for the removal of doubts, it is clarified that the acts or omissions listed in this sub-regulation are not exhaustive and that an act or omission is prohibited if it falls within the purview of above para (B) (regulation 3 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003), notwithstanding that it is not included in this sub-regulation or is described as being committed only by a certain category of persons in this subregulation.

6. PROHIBITION ON DEALING, COMMUNICATION OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING

No insider when in possession of unpublished price sensitive information shall:

- either on his behalf, or on behalf of any other person, deal in securities on the company; or
- communicate or counsel directly or indirectly, any unpublished information to/from any person.

7. RESTRICTIONS AND PROCEDURE FOR DIRECTORS, OFFICERS AND DESIGNATED PERSONS WHILE DEALING IN COMPANY SECURITIES

Designated Persons may deal in Securities subject to compliance with the Regulations and this Policy.

7.1 TRADING WINDOW AND WINDOW CLOSURE

- a) The trading period of the stock exchanges, called trading window, is available to Officers/Directors, Designated Persons and their Immediate Relatives to trade in the Company's securities.
- b) The trading window shall be, inter alia, closed immediately from the end of quarter or such other period as may be determined and notified by the Compliance Officer and during the time the UPSI is published. When the trading window is closed, the Designated Persons and their Immediate Relatives shall not trade in the Company's securities.
- c) The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when it is determined that a Designated Person or class of Designated Persons and their Immediate Relatives can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- d) The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- e) It is the duty of the Designated Persons to inform all Immediate Relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.
- f) This trading window clause shall also be applicable to any person having contractual or fiduciary relation with the NBFC such as auditors, law firms, analysts, consultants etc., assisting or advising the Company.
- g) The trading window shall be, inter alia, closed at the time of:
- i. Declaration of financial results (quarterly, half-yearly and annual);
 - ii. Declaration of dividends (interim and final);
 - iii. Issue of securities by way of public/ rights/bonus issuances, etc;
 - iv. Any major acquisition/ expansion plans or execution of new projects; and

- v. The trading window shall be closed by the Compliance Officer when s/he is of the firm belief that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.
- h) The trading restriction period can be made applicable from the end of every quarter till forty-eight hours after the declaration of financial results.

The Trading window restrictions shall not be applicable on transactions exempted/ detailed in PIT Regulations.

7.2 VALID TRADING WINDOW FOR DEALING IN SECURITIES OF THE COMPANY

- Trading window means a period other than the prohibited period;
- Prohibited period means: The period beginning with the day when the intimation of the Board/ Committee meeting is given to the Stock Exchanges to consider any price sensitive information and ending after 48 hours from the time the Price Sensitive information is made public and; Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman and/or Managing Director;

7.3 PROHIBITION IN DEALING IN SECURITIES OTHER THAN DURING A VALID TRADING WINDOW

All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window within the threshold limit prescribed hereunder and shall not deal in any transactions involving the purchase or sale of the Company's securities during the period when the trading window is closed.

7.4 PROCEDURES FOR DEALING IN THE SECURITIES OF THE COMPANY

7.4.1 Pre-Clearance of Trading In Securities of the Company

All Designated Persons who intend to deal in securities of the Company in their own name or in the name of their dependent family members (above the minimum threshold limit), shall obtain pre-clearance of the transactions as per the pre-dealing procedure as described hereunder. However, no Designated Person shall apply for pre-clearance of any proposed trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

7.4.2 Procedure for Pre-clearance of Trade

- An application for pre-clearance of trade shall be made in specified format to the Compliance Officer Annexure 'B'.
 - An undertaking Annexure 'C' shall be executed in favour of the Company by such persons incorporating, inter-alia, the following clauses, as may be applicable:
 - Designated Person does not have any access or has not received "Price Sensitive Information";
 - He/she has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public;
 - That he or she has not contravened the "Policy for Prevention of Insider Trading" as notified by the Company from time to time; and
 - That he or she has made a full and true disclosure in the matter.
- The Compliance Officer shall consider the application made as above and shall issue the order as specified in 'Annexure D'.

7.4.3 Threshold Limit: The pre-clearance shall not be necessary, if the aggregate trade value of securities to be traded in a quarter in one or more transactions does not exceed Rs. 10,00,000/- (Ten Lacs).

7.4.4 Validity of Pre-clearance period Designated Persons shall execute their order in respect of securities of the Company within Seven Trading Days after the approval of pre-clearance is given and shall file within 2(two)

trading days of execution of the trade, the details of such trade, with the Compliance Officer in Annexure 'E'. If the order is not executed within the time specified, he/she shall obtain preclearance again.

- 7.4.5** Restricted period All Designated Persons who buy or sell Securities shall not enter into an opposite transaction i.e. sell or buy during next six month following the prior transaction ("Restricted Period"). All Designated Persons shall also not take positions in derivate transaction in the Securities at any time. In case of any contra trade being executed, inadvertently or otherwise, unless a permission has been applied in Annexure F and approved, in violation of such a restriction the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by SEBI under the Act. The Restricted Period provisions shall not be applicable on trades pursuant to exercise of Stock Option.

8 TRADING PLAN

An insider is 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. 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 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;
- f) not entail trading in securities for market abuse. The Audit Committee 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. 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. However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the commencement of the plan shall be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

9 DISCLOSURES

A. INITIAL DISCLOSURES

- a) Every key managerial personnel, Designated Person and director of the Company shall disclose in Annexure 'G', the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of the Regulations taking effect, to the Company within thirty days of the Regulations taking effect.
- b) Every person on appointment as a key managerial personnel or a director of the Company shall disclose in Annexure 'H', the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment, to the Company within 7 (seven) days of such appointment.

- c) Every person on appointment as a Designated Person of the Company shall disclose in Annexure 'H', the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment as a Designated Person, to the Company within seven days of such appointment.

B. CONTINUAL DISCLOSURES

Every employee and director of the Company shall disclose in Annexure 'G', to the Company the number of such securities acquired or disposed of by him, his immediate relatives and by any other person for whom he takes trading decisions, within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of the threshold limit.

C. DISCLOSURE BY THE COMPANY

The Company shall notify the particulars of disclosures made under Clause (8)(B) to the stock exchange on which the securities of the Company are listed, within two trading days of the receipt of the disclosure or from becoming aware of such information.

D. DISCLOSURES BY OTHER CONNECTED PERSONS

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company by him, his immediate relatives and by any other person for whom he takes trading decisions in Annexure 'J', and at such frequency as may be determined by the Company in order to monitor compliance with the Code.

E. PERIODICAL DISCLOSURES

All Designated Persons shall yearly disclose to the Company, in case any securities transacted by him, his immediate relatives and by any other person for whom he takes trading decisions in Annexure 'K'.

F. ANNUAL DISCLOSURES

All Designated Persons shall submit to the Company a one time disclosure in Annexure L and an annual statement of details of securities transacted by him, his immediate relatives and by any other person for whom he takes trading decisions in Annexure 'M'.

If trading in derivatives of the Company's securities is permitted by any law for the time being in force, the disclosures of trading in securities shall also include trading in derivatives of securities of the Company and the traded value of the derivatives shall be taken into account for purposes of this Clause.

Designated persons shall be required to disclose in Annexure M, names and Permanent Account Number or any other identifier authorized by law, of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

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.

10 PENALTY FOR CONTRAVENTION OF THE POLICY

1. Every Employee and Designated Person shall be individually responsible for complying with the applicable provisions of this Policy (including to the extent the provisions hereof are applicable to their immediate relatives).
2. The persons who violate this Policy shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an employee may include wage freeze, suspension or termination of employment.
3. Action taken by the Company for violation of the Policy against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
4. In case it is observed by the Compliance Officer that there has been a violation of the Policy by any person, he/she shall forthwith inform the Disciplinary Action Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Committee.
5. The Compliance Officer shall simultaneously inform Stock Exchange(s) (SE) where the securities are listed about such violation in the format as given in **Annexure 'N'**. The person, against whom information has been furnished by the Company/Compliance Officer to SE for violations of the Policy, shall provide all information and render necessary co-operation as may be required by the company/Compliance Officer or SEBI in this connection.

ANNEXURE A

APPLICATION FOR ANNUAL TRADING PLAN

Date: _____

To,
The Compliance Officer,

1. Name of the Applicant: _____
PAN _____
2. No. of securities held in the Company as on date: _____
3. Approval sought for: Self [] Immediate Relative (IR) []
4. Trading plan belongs for a period of __months i.e. for a period commencing from _____ and ending on _____
5. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

Undertaking:

- (a) I will not commence trading earlier than six months from the public disclosure of the plan.
- (b) I do not have overlapping trading plan for the same period.
- (c) In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in
- (d) the securities of the Company until such information becomes public;
- (e) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- (f) I have made full and true disclosure in the matter.
- (g) I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- (h) I shall not use this trading plan as a tool for market abuse.

Date:

Signature of Designated Employee

For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Approval No. Compliance Officer's signature

Approval granted for Trading Plan for a period of months commencing from _____ upto _____

Notification to Stock Exchange _____

Signature: _____

Compliance Officer

Please provide all the information. Incomplete forms will not be accepted.

ANNEXURE B

FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

To,
The Compliance Officer,
.....Limited,

Dear Sir,

I/We, Designated Person(s) ofLimited intend to carry out transaction(s) in Securities ofLimited as per the details given below

Name:

Department:

PERMANENT ACCOUNT NUMBER (PAN):

S. No.	No. of Securities held (including by dependent family members) as on the date of application	Folio No./ DP ID & Client ID	Nature of trading	Estimated number of securities to be dealt	Estimated value
1	2	3	4	5	5

In this connection I solemnly confirm and declare:

- THAT I do not have access to nor do I have any information that could be construed as Unpublished Price Sensitive Information as defined in the Code unto the time of signing this undertaking;
- THAT in case I have access to receive Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in such position and that I shall completely refrain from dealing in the Securities of the Company till the time such information becomes public;
- THAT I have not contravened the “Code of Conduct to Regulate, Monitor and Report Trading by Insiders” for prevention of insider trading as notified by the Company from time to time;
- THAT I shall hold the Securities for a minimum period of 6 (six) months from the date of trade/that I have complied with the requirement of minimum holding period of six (6) months with respect to the securities sold (applicable only in respect of sale transaction).

I hereby solemnly declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of the requirement of the 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders', of the Company.

Yours faithfully,

Signature:

(Name of the Designated Person)

Date:

Place:

ANNEXURE C
UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date: _____

To,
The Compliance Officer

Dear Sir/Madam,

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

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

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

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

I undertake to submit the necessary report within 4 (four) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

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

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

Signature: _____

ANNEXURE D

PRE-CLEARANCE ORDER

PCO No. _____

Date: _

To,

_____ (Applicant)

This is to inform you that your request for dealing in shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before [date].

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed forms as per the Company's Code of Conduct for Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Signature: _____

Compliance Officer

ANNEXURE E

FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED AFTER
OBTAINING PRE-CLEARANCE

Date _____

To,
The Compliance Officer,

With reference to trading approval granted by the Company to me on_____, I hereby inform that I have bought/sold/subscribed for _____ equity shares of the Company for Rs. _____ on _____.

In connection with the aforesaid transaction, please find enclosed copy of the following for your records:

Broker's contract note/Proof of payment to/from brokers/ Extract of bank passbook/statements (in case of demat transaction)/ Copy of Delivery instruction slips (applicable in case of sale transactions)

I hereby undertake to preserve the original copy of the above mentioned document for a period of 5 years and produce to the Compliance Officer/Securities Exchange Board of India, if required in future.

Yours truly,

Name & Signature:

Designation:

Date:

Place:

ANNEXURE F

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date_____

To,
The Compliance Officer,
.....Limited,

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and
.....Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders,
I

_____ (name and designation of the Designated Person) had ____ (provide
the details of purchase/sale/subscribe for shares as the case may be)__(number of securities) of the
Company on__after obtaining pre-clearance on _____ .

The details of transaction executed were submitted on _____
(date) in format prescribed. I seek your approval to waive off the time restrictions and permit to
execute a contra-trade for_____(number of securities) of the Company due to
_____ (valid reason(s)
for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined under
theLimited Code of Conduct to Regulate, Monitor and Report Trading by Insiders) up to
the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the
signing of this application and before executing a contra- trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company. Yours truly,

Name & Signature:

Designation:

Date:

Place:

Enclosed:

1. Copy of pre-clearance approval
2. Copy of execution of previous trade

ANNEXURE G
FORM A
SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, members of the Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ members of the Promoter Group /KMP /Directors/immediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g., Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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 of the company held by Promoter, members of the Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature: _____

Designation: _____

Date: _____

Place _____

ANNEXURE H
FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

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 members of Promoter Group of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.)	Date of appointment of Director /KMP or Date of becoming Promoter or member of Promoter Group	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures 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 of the company 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 other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter or members of Promoter Group /appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter or members of Promoter Group /appointment of Director/KMP		
Contract specifications	Number of units (contracts lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts lot size)	Notional value in Rupee Terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE I

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2)
read with Regulation 6(2) – Continual disclosure]

Name of the company:

SIN of the company:

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relative to/others etc.)	Securities held prior to acquisition/dispos al		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company		Mode of acquisition / disposal (on market/public/ rights/ preferential offer/ off market/Inter- se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareh olding	Type of security (For e.g.– Shares, Warrants, Convertib le Debentur es etc.	No.	Value	Transact ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To			

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

Details of trading in derivatives of the company by Promoter, member of Promoter Group, Designated Person or Director of a listed company and other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE J

FORM - D

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (3) – Transactions by Other connected persons as identified by the company]

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of connected persons as identified by the company	Connection with the company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/Inter- se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants , Convertible Debenture s etc.)	No. and % of shareholdi ng	Type of security (For e.g.– Shares, Warrants, Convertible Debenture s etc.	No.	Value	Transact ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g.- Share, Warrants, Converti ble Debentur es etc.)	No. and % of sharehold ing	From	To		

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

Details of trading in derivatives by other connected persons as identified by the company

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)	

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE K
ANNUAL DISCLOSURE

Transactions by Designated Persons as identified by the Company

Details of transactions executed during the Financial Year_in securities of the Company

To,
The Compliance Officer, Clix Capital Services private Limited,

I _____ (name of the Designated Person), _____
(designation) of the Company residing at _____
(address of the Designated Person) hereby declare that -

The following is the consolidated statement of transactions made during the Financial Year

_____ .

Opening balance of securities of the Company held as on 01.04.20	Purchase/Sale made during the year	Closing balance of securities of the Company held as on 31.03.20

*I was holding (number of securities) securities of the Company on 01 April 20...
(start of the financial year). However, I have not traded in securities of the Company during the Financial Year ended 31 March 20... (end of the financial year).

Name & Signature

Designation:

Date:

Place:

* Please delete/modify as per the factual position

ANNEXURE L

ONE TIME DISCLOSURE

Disclosure of information by Designated Persons

To
The Compliance Officer

In compliance of clause 14 of the Schedule B of PIT Regulations and Clause 11 of the Code

Details relating to the Designated Person		
a)	Name of the person	
b)	Designation	
c)	Name of the organization and address	Clix Capital Services Private Limited
d)	Permanent address	
e)	Current Personal address (if different from (d))	
f)	Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available	
g)	Phone/ Mobile No.	
h)	DP ID & Client ID (All Demat Accounts)	
i)	Name & address of the educational institutions of Graduation and above (including institutions of Post – Graduation / Professional/ Programmes/ Diploma, etc.)	
j)	Name and address of Past Employers (including trainee)	

Signature:
Name:

ANNEXURE M

ANNUAL/ CONTINUAL DISCLOSURE

Disclosure of information by Designated Persons

Details relating to immediate relatives*					
Sr. No.	Name of the Person	Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.	DP ID & Client ID (All Demat Accounts)
1.					
2.					
3.					
4.					
5.					

* 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;

Details relating to Person with whom the designated person shares a Material Financial Relationship**				
Sr. No.	Name of the Person with whom the designated person shares a Material Financial Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.	DP ID & Client ID (All Demat Accounts)

** The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

I, _____, hereby consent to provide the aforesaid information under the Data Privacy Laws or any other laws, to the Company and also consent to such information being put on the Digital Database of the Company.

I, _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of the knowledge. The information is provided in compliance with Clause 11 of the Code and as per

the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances.

- a. Under any proceedings or pursuant to any order of courts or tribunals;
- b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c. In compliance with applicable laws, regulations, rules and requirements;

Signature:

Name:

ANNEXURE N

FORMAT FOR REPORTING VIOLATIONS

Report By Clix Capital Services Private Limited for Violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr No	Particulars	Details
1	Name of the Listed Company	Clix Capital Services Private Limited
2	Reporting in capacity of Listed Company	
3	Name of Designated Person (DP) Name of the immediate relative of DP if reporting is for immediate relative	
4	PAN of the DP PAN of the immediate relative of DP if reporting is for immediate relative	
5	Designation of DP	
6	Functional Role of DP	
7	Whether DP is Promoter/ Promoter Group/ holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8	Transaction Details	
	a) Name of the Scrip	
	b) No of shares traded (which includes pledge) and value (Rs) (Date-wise)	

9	In case value of trade(s) is more than Rs. 10 lacs in a calendar quarter – a) Date of intimation of trade(s) by concerned DP/ director/ promoter/ promoter group to Company under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
	b) Date of intimation of trade(s) by Company to Stock Exchanges under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015	
11	Action taken by Listed Company	
12	Reasons recorded in writing for taking action stated above	
13	Details of the previous instances of violations, if any, since last financial year	
14	Any other relevant information	

Yours faithfully,

Date and Place

Name and signature of Compliance Officer

PAN:

Email ID:

Mobile Number

ANNEXURE – O

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

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

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

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

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:

a. Internal:

- I. Whistleblower vide the whistleblower process as illustrated in the Whistleblower Policy;
- II. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.

b. External:

Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower (above shall be collectively referred to as “Complaint(s)”)

2. The Chief Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;

3. The Audit Committee shall review the Complaint and discuss with the Chief Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Chief Compliance Officer and/or Company Secretary, then they shall recuse themselves from the said inquiry process;

4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Chief Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Chief Compliance Officer;

5. Based on the update provided by the Chief Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;

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

7. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.

