



## **CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED**

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# **CTEL - CODE OF CONDUCT FOR REGULATING, MONITORING & REPORTING OF TRADING BY ITS DESIGNATED PERSONS & IMMEDIATE RELATIVES OF DESIGNATED PERSONS**

**(Effective from May 15, 2015)**

(As approved by the Board of Directors of the Company at  
its Meeting held on 14<sup>th</sup> March 2015 and further amended on March 29, 2019)

## 1. PREFACE:

Insider trading is a global phenomenon. In order to have a healthy stock market it is essential that all those who play in the stock market are aware of all price sensitive information of a Company. If it is otherwise then those privileged few who have access to such information or who have access to persons having such information will be unduly benefited by either buying or selling the securities in huge quantities at the cost of the society. To put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, the Securities and Exchange Board of India (SEBI) made the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Securities and Exchange Board of India (“SEBI”) has issued SEBI (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the “**Regulations**”) and further amended the same vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 dated December 31, 2018. Pursuant to the same, the board of directors of the Cambridge Technology Enterprises Limited (herein after referred to as “**the Company**”) shall ensure that chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner

In the above context, Code of Conduct to regulate, monitor and report trading by insiders has been formulated and adopted by the Board of Directors of the Company at its meeting held on 14<sup>th</sup> May, 2015 and further amended by the Board of Directors of the company at its meeting held on March 29, 2019 and renamed as Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons (hereinafter referred to as the “**Code**”).

## 2. DEFINITIONS

2.1. “**Act**” means the Securities and Exchange Board of India Act, 1992.

2.2. “**Board**” means the Securities and Exchange Board of India.

2.3. “**Compliance Officer**” means Company Secretary or such other senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company.

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

#### 2.4. "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 Act or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or

(e) an official of a stock exchange or of clearing house or corporation; or

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(i) a banker of the company; or

(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

#### 2.5. "Designated Persons" shall include: —

i) The promoter(s) of the company.

ii) All functional heads and employees of the company at the designation of Senior Manager or equivalent.

iii) All functional heads and employees of material subsidiary(ies), if any, of the company at the designation of vice-president or above / the person in-charge.

iv) Chief Executive Officer

v) Chief Financial Officer

vi) Company Secretary

vii) Employees up to two levels below chief executive officer/whole – time director of the Company and its material subsidiary;

viii) Employees designated as Head – IT, Head – Investor Relations & Head – Marketing and all employees of the company working in finance & accounts, secretarial & legal departments.

ix) any other employee/person as may be determined by the Compliance Officer in consultation with the whole – time Director, either for a specific period of time or for an indefinite period of time, based on such person’s role, function, designation and seniority in Cambridge Technology Enterprises Limited and the extent to which such person may have access to Unpublished Price Sensitive Information.

x) Immediate Relatives of all above persons.

2.6. "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.

2.7. "**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;

2.8. "**Insider**" means any person who is:

i) a connected person; or

ii) in possession of or having access to unpublished price sensitive information.

2.9. "**Key Managerial Personnel**" means a person as defined in section 2(51) of the Companies Act, 2013.

2.10. "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

2.11. "**Promoter Group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;]

2.12. "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

2.13. "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

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

2.15. "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

2.16. "**Trading Day**" means a day on which the recognized stock exchanges are open for trading.

2.17. "**Unpublished Price Sensitive Information**" (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(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;
- (vi) such other information as determined by the Board of Directors/Chief Executive Officer/Whole – time Director from time to time.

2.18. All terms used in the Code, but not defined above shall have the meanings prescribed to them in the Act or the Regulations, as the case may be.

### **3. COMPLIANCE OFFICER**

(i) The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors once in a year or at such frequency as may be stipulated by the board of directors.

The person appointed as the Company Secretary of the Company shall hold the position of Compliance Officer so long as he/she is in the employment of the Company. The period in which Company Secretary position is not filled/vacant, for such time the Whole Time Director of the Company shall act as the Compliance Officer.

(ii) The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as may be amended and the Code.

### **4. RESPONSIBILITIES OF INSIDERS & DESIGNATED PERSONS**

#### **4.1 PRESERVATION AND DEALING WITH THE “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

The designated persons, Insiders and the persons who are in possession of or having access to unpublished price sensitive information shall:

(i) handle all information within the organisation on a need-to-know basis (i.e., such Information shall be disclosed only to those within the company who need the information to discharge their duty and whose possession of such UPSI will not give rise to conflict of interest or appearance or misuse thereof) and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

(ii) maintain the confidentiality of all Unpublished Price Sensitive Information.

(iii) not pass on or disclose UPSI to any person, any deemed insiders or any business acquaintances and friends directly or indirectly (by way of making a recommendation for the purchase or sale of securities).

(iv) not discuss Unpublished Price Sensitive Information in public places where others might overhear.

(v) not disclose Unpublished Price Sensitive Information to any other Insiders or Connected Person who does not need to know the information to do his or her job;

(vi) not give others the perception that he/she is trading on the basis of Unpublished Price Sensitive Information.

(iv) keep secure all files containing confidential Unpublished Price Sensitive Information. Computer files must have adequate security of login and password etc.

(iv) deal with the unpublished price sensitive information only as may be prescribed in the regulations from time to time.

#### **4.2 CHINESE WALL:**

To manage confidential information and prevent the inadvertent spread and misuse of UPSI, the Company has adopted a "Chinese Wall", which separates those departments which routinely have access to UPSI, considered "inside areas" from those departments who do not have such access, considered "public areas" within the company.

Further as per said Chinese wall:

(i) Where Chinese Walls arrangements are in place, designated persons working within the inside areas are prohibited from communicating any confidential information or UPSI to insiders or anyone in the public areas.

(ii) Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.

(iii) The Designated Persons in inside areas may be physically separated from the Employees in public areas.

(iii) The demarcation of various departments as inside area which may be determined by the Compliance Officers in consultation with the Whole – time Director may be implemented by the company.

(iv) In exceptional circumstances, designated persons from the public areas may be brought "over the wall" or may cross Chinese wall to enter the insider areas and given UPSI or confidential information on the basis of "need to know" criteria, only with the prior approval of the Compliance Officer.

(v) The establishment of Chinese Walls does not suggest or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas. The provision of Clause 4 shall be applicable within Insider Areas as well to the extent applicable.

#### **4.3 RESTRICTIONS ON INSIDERS OR DESIGNATED PERSONS:**

No insider and designated person:

(i) shall either on his own behalf, or on behalf of or through any other person or entity trade in securities of the company that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

(ii) advise any person to Trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counselling.

(iii) shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

## **5. TRADING IN SECURITIES OF THE COMPANY**

### **5.1. TRADING PLAN**

(i) A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

(ii) The Trading Plan shall;

(a) not entail commencement of trading on behalf of the insider or connected person earlier than 6 (six) months from the public disclosure of the plan;

(b) not entail trading of Securities for the period between the twentieth Trading Day prior to the last day of any financial period for which results are required to be announced by the Company and the second Trading Day after the disclosure of such financial results;

(c) entail trading for a period of not less than 12 (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 (which shall not exceed more than 1 (one) week) at, or dates on which such trades shall be effected; and

(f) not entail trading in securities for market abuse.

(iii) The Compliance Officer shall review the Trading Plan to assess whether such plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

(iv) The Trading Plan once approved shall be irrevocable and the Insiders shall mandatorily have to implement the Trading Plan and shall not be entitled to deviate from it or to execute any trade outside the scope of the Trading Plan.

### **5.2 TRADING WINDOW:**

(i) Designated persons may execute trades subject to compliance with these regulations. A notional trading window shall be used as an instrument of monitoring trading by the designated persons. The company shall specify a trading period for trading in the securities of the company ("**trading window**"). Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for trading in the Securities of the Company. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

(ii) All Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

(iii) Unless otherwise specified by the Compliance Officer, the time for commencement of closure of trading window shall begin 7 (seven) days prior to the date of meeting of the board of directors of the Company or from the date of sending notice of board meeting of the company to the directors, whichever is later, to consider declaration of financial results (quarterly, half yearly and annually).

(iv) Unless otherwise specified by the Compliance Officer, the time for commencement of closure of trading window shall begin 2 (two) days prior to any intended announcements of

the following or on which the date of Board meeting to consider the following proposals is communicated to Stock Exchanges, whichever is earlier:

- a) proposal for buyback of securities;
- b) proposal for voluntary delisting by the listed entity from the stock exchange(s);
- c) fund raising by way of further public offer, rights issue, American Depository Receipts/Global Depository Receipts/Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method and for determination of issue price:
- d) declaration/ recommendation of dividend, issue of convertible securities including convertible debentures or of debentures carrying a right to subscribe to equity shares or the passing over of dividend.
- e) the proposal for declaration of bonus securities where such proposal is communicated to the board of directors of the listed entity as part of the agenda papers:
  - b) amalgamation, mergers, de-mergers, acquisitions, delisting's, disposals and any major expansion of business and such other transactions;
  - e) change in capital structure;

(v) Subject to the above, for any other information, relating to company or its securities, that is generally not available and which if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company, trading window may be closed for such period as may be notified by the 'Compliance Officer' from time to time, under the authority of Chairman/Whole-time Director.

(iv) Unless otherwise specified by the Compliance Officer, the trading window shall be re-opened 48 hours after the above said information mentioned in clause (iii), (iv) & (v) is made public/becomes generally available and being capable of assimilation by the market.

(v) Trading restriction period can also be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

### **5.3 PRE-CLEARANCE OF TRADES:**

(i) When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer as per the pre-dealing procedure as described hereunder, if the value of the proposed trades (whether in one transaction or a series of transactions) aggregates to a traded value in excess of ten lakh rupees over any calendar quarter. This is a mandatory requirement even when the trading window is open.

In the absence of the Compliance Officer due to leave etc., the Whole - time Director of the Company himself shall pre-clear the transactions as required by the provisions of the Code.

The Compliance Officer should obtain pre-clearance from the Whole – time Director of the Company for trading.

(ii) The Designated Person should make an application, in the prescribed form to the Compliance Officer (**ANNEXURE 2**). Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations to the effect that



the applicant for pre-clearance is not in possession of any unpublished price sensitive information, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to time, in the prescribed form.

(iii) Post receipt of duly executed application form and undertaking, the Compliance Officer, may subject to his/her satisfaction, grant the pre-clearance within 2 trading days in the prescribed form to the applicant (**ANNEXURE 3**).

(iv) Trades that have been pre-cleared have to be executed by the designated persons within 7 (seven) trading days, failing which fresh pre-clearance would be needed for the trades to be executed.

(v) Within 15 days from the pre-clearance approval is given, all designated persons shall intimate to the Compliance Officer about the details of the pre-cleared transaction, (even if they decided to not to trade after securing pre-clearance) in the prescribed form (**ANNEXURE 4**).

#### **5.4 CONTRA TRADE**

(i) All designated persons who was permitted to trade (i.e, buy or sell any number of shares of the company) shall not execute a contra trade (i.e., an opposite transaction) during the next six months following the prior transaction.

(ii) In case the sale of Securities is necessitated by personal emergency, the compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

(iii) if a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

(iv) The above said restriction mentioned in 5.4(i) is not applicable for trades pursuant to exercise of options.

#### **For Example:**

(i) If a designated person has sold/ purchased shares, he can subscribe and exercise ESOPs at any time after such sale/purchase, without attracting contra trade restrictions.

(ii) Where a designated person acquires shares under an ESOP and subsequently sells/pledges those shares, such sale shall not be considered as contra trade, with respect to exercise of ESOPs.

(iii) He, however, will not be able to purchase further shares during the period of six months from when he had sold shares.

#### **6. REPORTING REQUIREMENTS**

(i) All designated persons shall be required to forward Annual statement of all holdings in securities of the Company every year within 45 days of the closure of financial year in prescribed format (**ANNEXURE 1**).

(ii) *Initial Disclosures.*

(a). Every promoter, member of the promoter group, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect;

(b). Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

(iii) *Continual Disclosures.*

(a). Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

(b). The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of (iii).

(iv) The compliance officer in consultation with whole – time director may, at his discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as required in order to monitor compliance with these regulations.

Note: The above disclosures mentioned under (ii), (iii) & (iv) in this clause and the format not provided under this code shall be given in the formats, if any, prescribed/amended by the Securities and Exchange Board of India (SEBI) from time to time. The designated persons may obtain such prescribed formats from the compliance officer.

## **6.1 ANNUAL DISCLOSURES**

(i) Every Designated Person shall also provide in Annual Disclosure and as and when the information changes, the names and PAN or any other identifier authorized by law of the following persons to the Company in the format specified within 45 days from the end of the year/ change of information:

a) immediate relatives of the persons mentioned in points i) to ix) of clause 2.5 of this code.

b) persons with whom such designated person(s) shares a material financial relationship

c) phone, Mobile and cell numbers which are used by them

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

(ii) Every Designated Person shall disclose the names of educational institutions from which he / she has graduated and names of past employers on a one-time basis

## **7. INTERNAL CONTROL SYSTEMS**

(i) Mr. Aashish Kalra, Chief Executive Officer or Mr. Dharani Raghurama Swaroop, Whole – time Director (if authorized by Mr. Aashish Kalra, Chief Executive Officer) shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

(ii) The internal controls shall include the following:

(a) all employees who have access to unpublished price sensitive information are identified as designated employee;

(b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;

(c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;

(d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

## **8. ROLE OF AUDIT COMMITTEE**

(i) The Audit Committee of the company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

(ii) The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

## **9. PENALTY FOR CONTRAVENTION OF CODE**

(i) Any designated person (including his/her immediate relatives) who trades in securities or communicates any information for trading in securities in contravention of the code may be penalised and appropriate action may be taken by the Board of Directors.

(ii) Without prejudice to the power of the board of directors of the company or the Board under the Act, Designated persons of the company who violate the code shall also be subject to disciplinary action by the Company, which may include wage/promotion freeze, suspension, recovery clawback, ineligible for future participation in employee stock option plans, etc. for contravention of this code or the regulations.

(iii) The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Section 15G of the Securities and Exchange Board of India Act, 1992 states that:

If any insider who, —

(a) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive information; or

(b) communicates any unpublished price-sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or

(c) counsels, or procures for any other person to deal in any securities of anybody corporate on the basis of unpublished price-sensitive information,

shall be liable to a penalty of Rupees 25.00 crores or three times the amount of profits made out of insider trading, whichever is higher.

(iv) As per section 24 of the Securities and Exchange Board of India Act, 1992, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of 10 (ten) years or with fine which may extend to Rupees 25.00 crores or with both.

#### **10. INFORMATION TO THE SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

In case it is observed by the Board of Directors of the Company that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, it shall inform the Board (SEBI) promptly.

**ANNEXURE - 1 FORMAT OF ANNUAL STATEMENT OF HOLDINGS IN SECURITIES OF THE  
COMPANY BY THE DESIGNATED PERSONS**

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Date:

To,  
The Compliance Officer,  
\_\_\_\_\_ Limited,  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir/Madam,

Sub.: **Annual Statement of Holdings in securities (including shares) of  
\_\_\_\_\_ Limited.**

In compliance of the \_\_\_\_\_ Limited's Code of Conduct to Regulate, Monitor and Report Trading by Insiders I\* hereby declare the details of all holdings in securities of \_\_\_\_\_ Limited ***as on 31.03.20*** \_\_\_\_\_ :

**I) DETAILS OF THE HOLDINGS IN MY OWN NAME:**

PHYSICAL HOLDINGS		ELECTRONIC HOLDINGS		TOTAL HOLDINGS
Folio No.	No. of shares held	DP & Client ID	No. of shares held	

**II) DETAILS OF THE HOLDINGS OF MY IMMEDIATE RELATIVES:**

Name of the immediate relative	Relationship	PHYSICAL HOLDINGS		ELECTRONIC HOLDINGS		TOTAL HOLDINGS
		Folio No.	No. of shares	DP & Client ID	No. of shares	

I\* hereby declare that the above details are true, correct and complete in all respects.

Further, confirm that, I\* have adhered to and not violated the provisions of the Company's "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" and the SEBI (Prohibition of Insider Trading) Regulations, 2015, during the financial year ended 20\_\_\_\_ - \_\_\_\_.

***\* I includes my immediate relatives also.***

**Signature :** \_\_\_\_\_

**Phone No.:** \_\_\_\_\_

**Name :** \_\_\_\_\_

**E-mail ID :** \_\_\_\_\_

**Date :** \_\_\_\_\_

**Place :** \_\_\_\_\_

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**NOTES:**

This disclosure has to be duly filled, signed and submitted to the Compliance Officer, \_\_\_\_\_ Limited, Hyderabad within 30days of closure of each financial year.

**ANNEXURE - 2 - FORMAT OF APPLICATION FOR PRE-CLEARANCE**

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Date:

To,  
**The Compliance Officer,**  
\_\_\_\_\_ **Limited,**  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir/Madam,

**APPLICATION FOR PRE-CLEARANCE OF TRANSACTION**

Pursuant to the provisions of the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I\* seek approval for purchase / sale / subscription of the Equity Shares of the Company. The relevant details are provided below:

**DETAILS OF APPLICANT i.e., DIRECTOR / DESIGNATED EMPLOYEE:**

**Security** :

Name	
Designation	
Department	
Employee Code	

**Approval seeking for :**  Director  Designated Employee  Immediate Relative

Name of Proposed Buyer/Seller		
Nature of transaction (Buy / sell / subscribe)		
No. of Securities proposed to be transacted		
Proposed mode of dealing in Securities	<input type="checkbox"/> Physical <input type="checkbox"/> Dematerialised	
Transaction is through	<input type="checkbox"/> Through Stock Exchange <input type="checkbox"/> Market Deal	
Details of Account:	Name of Depository Participant	
	DP ID No.	
	Client ID No.	
	Folio No.	

**In relation to the above dealing, I\* declare and undertake that:**

- (a) I am not in possession of any “Unpublished Price Sensitive Information” upto the time of signing the undertaking.
- (b) In case if I have access to or received any “Unpublished Price Sensitive Information” after signing of this undertaking but before the execution of the transaction I shall inform the same to the Compliance Officer of the Company and shall completely refrain from dealing in the shares of the company till the time such information becomes public.
- (c) I\* have not contravened the Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company and the Regulations.
- (d) I have made a full and true disclosure in the matter.

**Further, I\* hereby declare that:**

- i) I will execute the above said transaction within 7 (seven) trading days after the pre-clearance approval is given. Otherwise, I undertake to obtain pre-clearance for the transaction again.
- ii) Within 15 days from the pre-clearance approval given, I will intimate to the Compliance officer about the details of the pre-cleared transaction in the prescribed format.
- iii) I will not execute a contra trade i.e., an opposite transaction to the transaction for which approval is sought through this application. now i.e., sell or buy any number of shares during the next six months following the execution of the above said transaction.
- iv) I am aware of the penal provisions for violation of the Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

***\* I includes my immediate relatives also.***

Yours faithfully,

**Signature :** \_\_\_\_\_  
**(Designation: \_\_\_\_\_ )**

**Signature :** \_\_\_\_\_  
**(On behalf of Dependent)**

**Phone No.:** \_\_\_\_\_

**E-mail ID :** \_\_\_\_\_

**Date :** \_\_\_\_\_

**Place :** \_\_\_\_\_



**ANNEXURE – 3 - PRE-CLEARANCE APPROVAL**

This is to inform you that your request for trading in \_\_\_\_\_  
(numbers) shares of the Company as mentioned in your application dated \_\_\_\_\_  
is approved / rejected.

Please note that the said transaction must be completed within seven (7) trading days from today.

For \_\_\_\_\_ Limited

Place:

Date:

**Compliance Officer**

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**NOTE:**

- 1) *All Directors / Officers / Designated Employees who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following this transaction.*
- 2) *Within 15 days from the pre-clearance approval given, you have to intimate to the Compliance officer about the details of the pre-cleared transaction.*
- 3) *If the above transaction is not executed within seven (7) trading days, this approval becomes invalid and need to obtain a fresh approval.*

**ANNEXURE – 4 -DETAILS OF THE PRE-CLEARED TRANSACTION**

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Date:

To,  
**The Compliance Officer,**  
\_\_\_\_\_ Limited,  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir,

**Sub.: Details of Pre-Cleared Transaction.**

**Ref.: Your Approval letter dated \_\_\_\_\_.**

I hereby inform you that I / My immediate relative have:

Not bought / sold shares of the Company as approved by the Compliance officer i.e., we have decided to not to execute the pre-cleared transaction due to \_\_\_\_\_

Bought / Sold shares of the Company. The details of the transaction are provided below:

Name of the Buyer/Seller		
No. of Shares bought / sold		
Price (Rs.)		
Date of the transaction		
Mode of dealing in Shares	<input type="checkbox"/> Physical <input type="checkbox"/> Dematerialised	
Transaction is through	<input type="checkbox"/> Through Stock Exchange <input type="checkbox"/> Market Deal	
Details of Account:	Name of Depository Participant	
	DP ID No.	
	Client ID No.	
	Folio No.	

I hereby declare that the above information is correct.

I hereby undertake that, I will not enter into an opposite transaction (either buy/sell) from the date of the aforesaid transaction. In case, the sale of shares is necessitated by personal emergency, then I shall make a separate application in writing (mentioning the reasons for waiver of holding period of six months) for obtaining the prior approval from the Compliance Officer of the Company.

Yours faithfully,

**Signature** : \_\_\_\_\_

**Name** : \_\_\_\_\_

**Designation** : \_\_\_\_\_

**Phone No.** : \_\_\_\_\_

**Department** : \_\_\_\_\_

**E-Mail ID** : \_\_\_\_\_