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CTEL - CODE OF CONDUCT FOR REGULATING, MONITORING & REPORTING OF TRADING BY INSIDERS

(Effective from May 15, 2015)

(As approved by the Board of Directors of the Company at
its Meeting held on 14th March 2015)

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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.

In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the "**Regulations**") the Company shall formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons.

Towards achieving compliance of with the Regulations and in line with the said Regulations, the following Code of Conduct to regulate, monitor and report trading by its employees and other connected persons (hereinafter referred to as the "**Code**") has been formulated and adopted by the Board of Directors of the Company at its meeting held on 14th May, 2015 and to achieve the above objectives, Cambridge Technology Enterprises Limited (herein after referred to as "**the Company**") hereby notifies that this code is to be followed and complied with the Regulations by all insiders as defined in the Regulations including, directors, officers, designated employees and their dependents, etc.

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.
- 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:—

All Directors, Key Managerial Personnel, Functional Heads (irrespective of their designation),

All employees from the level of Manager & above;

All employees in the finance, accounts and secretarial departments,

All employees in subsidiaries of the Company from the level of Manager and above, and

Any other employee of the Company, as may be notified by the Compliance Officer of the Company with the approval of the Board from time to time.

NOTE: Designated person includes their immediate relative(s).

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, 2009 or any modification thereof.
- 2.11 "Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 2.12 "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.
- 2.13 "Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 2.14 "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 2.15 "Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- 2.16 "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; and
 - (vi) material events in accordance with the listing agreement.

3. COMPLIANCE OFFICER

- 3.1** 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 at such frequency as may be stipulated by the board of directors. Also, perform such other duties as may be prescribed in the regulations from time to time.

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.

- 3.2** 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 the Company's Code.

4. PRESERVATION AND DEALING WITH THE "UNPUBLISHED PRICE SENSITIVE INFORMATION"

The designated persons 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 no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- (ii) a) maintain the confidentiality of all Unpublished Price Sensitive Information.
 - b) not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
 - c) Keep secure all files containing confidential Unpublished Price Sensitive Information. Computer files must have adequate security of login and password etc.
- (iii) procure, communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities 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.
- (iv) deal with the unpublished price sensitive information only as may be prescribed in the regulations from time to time.

5. TRADING IN SECURITIES OF THE COMPANY

Designated persons may execute trades subject to compliance with these regulations. Also, in compliance with the provisions of the regulations, the Designated persons are entitled to formulate a trading plan and the trades may be carried out in accordance with such plan.

Designated persons shall not trade in securities when the trading window is closed.

All designated persons are subject to trading restrictions as enumerated below:

5.1) Trading window:

- a) The company shall specify a trading period, to be called “trading window”, for trading in the company’s securities. 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.
- b) Unless otherwise specified by the Compliance Officer, the time for commencement of closing of trading window shall begin 7 (seven) days prior to the date of meeting of the Board of Directors of the Company to consider the following:-
 - i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions;
 - v) changes in key managerial personnel; and
 - vi) material events in accordance with the listing agreement.
- c) 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 shall 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.
- d) Unless otherwise specified by the Compliance Officer, the trading window shall be re-opened 48 hours after the above information is made public.
- e) All designated persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the company’s securities during the periods when trading window is closed.

The trading window shall also applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

5.2) Pre-clearance of trades:

- a) All designated persons who intend to deal in the securities of the company shall obtain pre-clearance of the transaction from the Compliance Officer (**Approval Letter – Annexure 5**) before entering into the transaction as per the pre-dealing procedure as described hereunder, only if the cumulative dealing in any calendar quarter, aggregates to a trade value in excess of the minimum threshold limit i.e., 10,000 shares OR Rs.10.00 lacs in transaction value.

In the absence of the Compliance Officer due to leave etc., the Managing Director of the Company himself or any senior management person authorized by him shall pre-clear the transactions as required by the provisions of the Code.

The Compliance Officer should obtain pre-clearance from the Managing Director of the Company.

- b) An application shall be made in prescribed format, attached as **Annexure 4**, to the Compliance Officer indicating the estimated number of securities that the designated employee or/and their immediate relatives intends to deal in. Also, the applicants need to provide such other details as may be required by the Compliance Officer in this behalf.
- c) An undertaking shall be executed in favour of the company by such designated persons incorporating, *inter alia*, the following clauses:
- (i) That the designated person, including their immediate relatives, are not in possession of any “Unpublished Price Sensitive Information” upto the time of signing the undertaking.
 - (ii) That in case they has access to or receives any “Unpublished 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 trading in the securities of the Company till the time such information becomes public.
 - (iii) That he/she has not contravened the code as notified by the Company and the regulations from time to time.
 - (iv) That he/she has made a full and true disclosure in the matter.

5.3 Other Restrictions:

- a) All designated person(s) shall execute their order in respect of securities of the company within 7 (seven) trading days after the approval of pre-clearance is given. If the order is not executed within 7 (seven) trading days after the approval is given, the designated person, their immediate relatives must obtain fresh pre-clearance for the transaction to be executed. Within 15 days from the pre-clearance approval 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 **Annexure 6**.
- b) **Holding Period:** All designated persons who buy or sell any number of shares of the company shall not execute a contra trade (i.e., an opposite transaction) i.e., sell or buy any number of shares during the next six months following the prior transaction.
- c) In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard provided such relaxation does not violate the regulations.

6. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

6.1 All designated persons shall be required to forward following details of their securities transactions to the Compliance Officer:

- a) All holdings in securities of the Company by the designated persons at the time of joining the Company in prescribed format (**Annexure 1**);
- b) Half yearly statement of any transactions in securities of the Company within 30 days of end of each half year (i.e., 30th September and 31st March) in prescribed format (**Annexure 2**). If there is nil transaction in a particular half year then this half yearly statement for that half year need not be submitted. If no half yearly statement is received within 30 days as mentioned above, it shall be presumed as NIL transactions during the relevant half year; and
- c) Annual statement of all holdings in securities of the Company within 30 days of the closure of financial year in prescribed format (**Annexure 3**).

6.2 In addition to above: In pursuance of Regulation 7,

(1) Initial Disclosures:

- (a). Every promoter, key managerial personnel and director of the company 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 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.

(2) Continual Disclosures.

- (a) Every promoter, employee 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) 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. — 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 sub-regulation (2).

The above disclosures shall be given in the formats, if any, prescribed/amended by the SEBI from time to time. The designated persons may obtain such prescribed formats from the compliance officer.

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

The above disclosures shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

- 6.3** The Compliance Officer shall place before the Board of Directors on a quarterly basis all the details of the dealing in the securities by designated persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

7. PENALTY FOR CONTRAVENTION OF CODE

- 7.1** Any designated person 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.
- 7.2** 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, ineligible for future participation in employee stock option plans, etc. any other decision as may be taken by the Board of Directors in pursuance of the applicable law.

7.3 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.

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

If any insider who,—

(i) 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

(ii) 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

(iii) 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 Rs.25.00 crores or three times the amount of profits made out of insider trading, whichever is higher.

7.5 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 Rs.25.00 crores or with both.

8. 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, promptly the same shall be informed by them to the SEBI.

ANNEXURE-1- FORMAT OF INITIAL DISCLOSURE OF HOLDINGS

Date:

To,
The Compliance Officer,
_____ Limited,

Dear Sir/Madam,

I* have received, the _____ Limited's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, Codes of Fair Disclosure and Conduct and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Further, I* hereby undertake to abide by the same. In particular, I hereby undertake to:

- i) not to disclose any unpublished price sensitive information or information which is not in the public domain to any person or outside agency,
- ii) not to deal in the Company's securities (including shares), either directly or indirectly, without the express approval of the Compliance Officer to the extent that the same is not in consonance with the above Codes and Regulations.

I) DETAILS OF THE SECURITIES HELD IN MY OWN NAME

Particulars				
Name: Surname First Name Middle Name				
PAN No.				
Date of Jointing				
Department & Designation				
Location				
No. & % of shares/voting rights held at the time of becoming Director / Officer/ Employee	In Physical	In Demat	Total	
	Number	Number	Number	%
Folio No. / Depository Participant & Client ID (Demat Account Number)				
Address				
Tele Phone / Mobile No.				
e-mail				

I hereby declare that the details of holding securities of the Company by my immediate relatives (who are either financially dependent on me or consults me in taking decisions relating to trading in securities) are given in the Annexure 1A.

I* hereby undertake to inform the changes in the above details, including the holdings of Securities of the Company, from time-to-time as per the _____ Limited's Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

I* shall comply from time-to-time with the _____ Limited's Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

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

Signature : _____

Name : _____

Date : _____

Place : _____

NOTE:

- 1) This undertaking has to be duly filled, signed and submitted to the Compliance Officer, _____ Limited, Hyderabad.
- 2) All DP ID(s) and Client ID(s) are to be furnished even if no securities of the company are held.

ANNEXURE 1A

As per the Internal Procedures and Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company, I hereby declare that I have the following immediate relatives:

Statement of holding as on : _____

Sl. No.	Name of the immediate relative & PAN	Relationship with employee	(Physical Form)		(Electronic Form)		
			Folio No.	Holding	DP ID	Client ID	Holding

Signature : _____

Name : _____

Date : _____

Place : _____

NOTES:

- 1) ALL DP ID(S) AND CLIENT ID(S) ARE TO BE FURNISHED EVEN IF NO SECURITIES OF THE COMPANY ARE HELD.

**ANNEXURE -2 -FORMAT OF HALF-YEARLY STATEMENT OF DEALINGS
BY THE DESIGNATED PERSONS**

Date:

To,
The Compliance Officer,
_____ Limited,

Dear Sir/Madam,

**Sub.: Half yearly statement of Transactions in securities (including shares) of
_____ Limited during the half year ended.**

In compliance of the _____ Limited's Code of Conduct to Regulate, Monitor and Report Trading by Insiders I* hereby declare the details of the transactions in securities of the Company during the half year ended September/March 20 :

I) DETAILS OF THE TRANSACTIONS IN MY OWN NAME:

Name :
DP & CLIENT ID :

Holding Before the Transaction	Nature of Transaction (Office market or Through Stock Exchange)	Date of the Transaction	Number of Securities	Price at which Transaction undertaken	Holding post the Transaction

II) DETAILS OF THE TRANSACTIONS OF MY IMMEDIATE RELATIVES:

Name of the Immediate Relative : Relationship :
DP & CLIENT ID :

Holding Before the Transaction	Nature of Transaction (Office market or Through Stock Exchange)	Date of the Transaction	Number of Securities	Price at which Transaction undertaken	Holding post the Transaction

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

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

Signature : _____

Phone No.: _____

Name : _____

E-mail ID : _____

Date : _____

Place : _____

NOTES:

- 1) This disclosure has to be duly filled, signed and submitted to the Compliance Officer, _____ Limited, Hyderabad within 30days of end of each half year.
 - 2) Fill the details in block letters only.
 - 3) If more than one sheet is used then provide the details in above given format only and Sign on all pages.
-

**ANNEXURE -3 FORMAT OF ANNUAL STATEMENT OF HOLDINGS IN SECURITIES OF THE
COMPANY BY THE DESIGNATED PERSONS**

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 : _____

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 - 4 -FORMAT OF APPLICATION FOR PRE-CLEARANCE

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-5 - 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

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 – 6 -DETAILS OF THE PRE-CLEARED TRANSACTION

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 : _____