

Date: December 04, 2025

To  
BSE Limited  
Listing Department  
Phiroze JeeJeebhoy Towers, Dalal  
Street Fort, Mumbai -400001

To,  
National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza , Bandra Kurla Complex  
Bandra (East), Mumbai -4000051

**Scrip Code: 544614**

**Symbol: CAPILLARY**

Dear Sir/Madam

**Subject: Disclosure under Regulation-8 of the Securities and Exchange Board of India (Prohibition of Insider) Regulations, 2015**

It is hereby informed that Board of directors of the company at their meeting held on December 4, 2025 has approved the amendments to Insider Trading Prohibition Code.

The amended Insider trading Prohibition code is hereby enclosed as an Annexure- A.

The amended insider trading prohibition code is also available on the website of the company at <https://www.capillarytech.com/investors/corporate-governance/>

This is for your information and records.  
Yours faithfully,  
For Capillary Technologies India

Gireddy Bhargavi Reddy  
Company Secretary and Compliance Officer  
Membership No. 17091

**Capillary Technologies India Limited**

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**INSIDER TRADING PROHIBITION CODE**

<b>Approved by</b>	<b>Date of Approval</b>	<b>Version</b>
Board of Directors	November 6, 2025	Version 1- original policy
Board of Directors	December 4, 2025	Version 2- Amended



## INSIDER TRADING PROHIBITION CODE

### CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

#### 1. OVERVIEW

This document embodies the policy in respect of Code of Conduct and Code of Fair Disclosures (“**Code of Conduct**” / “**Code**”) for prohibition of Insider Trading and dealing in securities of the Capillary Technologies India Limited (hereinafter referred to as the “**Company**”), to be observed by all employees, directors, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons, as and where applicable.

Prevention of insider trading is necessary to comply with securities law and to preserve the reputation and integrity of Capillary Technologies India Limited (hereafter called as “**CTIL** or the **Company**”) and all persons associated with it. “Insider Trading” involves trading in the securities of a company listed or proposed to be listed, by Connected Persons or any other person in possession of or with access to unpublished price sensitive information (“**UPSI**”) not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information.

Trading in securities by an ‘insider’ is regarded unfair when it is predicated upon utilization of ‘inside’ information to profit at the expense of other investors who do not have access to the same information.

**Insider trading is an offence punishable under extant laws in India. Insider trading is prohibited and could result in serious sanctions, including dismissal from the employment of the Company of the concerned persons.**

This Code has been formulated by adopting the standard as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“**SEBI PIT Regulations/Regulations**”) in order to regulate, monitor and report trading by its Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and other Connected Persons towards achieving compliance with the said Regulations.

This Code should be referred to in conjunction, amongst others, with the following:



- SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- Applicable provisions of Companies Act, 2013 as amended from time to time.

## **2. SCOPE & APPLICABILITY**

This Code is applicable to all Insiders. Every Insider must review this code. Questions regarding this Code should be directed to the Compliance Officer at email id: [secretarial@capillarytech.com](mailto:secretarial@capillarytech.com).

## **3. DEFINITIONS**

- a) **“Act”** shall mean SEBI Act, 1992.
- b) **“Company”** means Capillary Technologies India Limited.
- c) **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, 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/ Audit Committee of the listed company or the head of an organization, as the case may be.
- d) **“Connected Person”** means-
- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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. a Relative of Connected Persons specified in clause (i); or
- b. a holding Company or associate company or subsidiary company; or
- c. an intermediary such as a stock broker, sub-broker, share transfer agent, banker to the issue, trustee to the issue, registrar to an issue, merchant banker, underwriter, portfolio manager, investment adviser or such other intermediary as defined under the Act or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or 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 recognized or authorized by SEBI; or
- i. a banker,
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Relative or banker of the Company, has more than ten percent of the holding or interest;
- k. a firm or its partner or its employee in which a Connected Person is also a partner; or
- l. a person sharing household or residence with a Connected Person.

e) **“Contra Trade”** means a trade or transaction which involves buying or selling any number of securities of the Company and within 6 months, trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

f) **“Designated Persons”** means:

- 1. Promoters of the Company
- 2. Directors of the Company and its material subsidiaries;
- 3. Chief executive officer and employees up to two levels below the chief executive officer of the Company and its material subsidiary;
- 4. Key managerial personnel of the Company and its material subsidiaries;
- 5. Employees in the Finance and Accounts, Corporate Planning, Legal, Enterprise



Risk Management, Corporate Strategy, Investor Relations, Information Security, Data Privacy, Mergers & Acquisitions, Corporate Secretarial, Marketing, Compensation and Benefits and any other departments of the Company and its material subsidiaries, if any, on the basis of their functional role or that have access to UPSI, designated from time to time.

6. Any support staff of the Company such as IT staff or secretarial staff who have access to unpublished price sensitive information; and
7. 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/Compliance Officer of the Company, from time to time.

g) “**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

h) “**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.

i) “**Insider**” means any person who is:

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information

j) “**Legitimate Purpose**” shall include sharing of UPSI of the Company in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI PIT Regulations.

k) “**Material Subsidiary**” shall mean a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

l) “**Promoter & Promoter Group**” shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment / modification thereof.



m) “**Relative**” shall mean the following: -

- i. Spouse of the person;
- ii. Parent of the person and parent of its spouse;
- iii. Sibling of the person and sibling of its spouse;
- iv. Child of the person and child of its spouse;
- v. Spouse of the person listed at sub-clause (iii); and
- vi. Spouse of the person listed at sub-clause (iv)

n) “**SEBI**” means Securities and Exchange Board of India

o) “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification(s), amendment(s) or re-enactment(s) thereof, except units of a mutual fund.

p) “**Stock Exchange**” means a recognized Stock Exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956

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

r) “**Trading**” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “**Trade**” shall be construed accordingly.

Explanation: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term “trading” to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.

r) “**Trading day**” means a day on which the recognized stock exchanges are open for trading.

s) “**Unpublished Price Sensitive Information (UPSI)**” means any information, relating to 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 the Company's capital structure
- iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions
- v. Changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor.
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016.
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):





a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

#### 4. INSIDER TRADING

**"Insider trading"** is principally the act of Trading in Securities with the advantage of having asymmetrical access to UPSI, which when published, would impact the price of the Securities in the market. The definition of 'Trading' under the SEBI PIT Regulations, is a wide one, and includes, amongst other things, subscribing, buying, selling, dealing, or agreeing to do any of those things. Further, pledging of securities of the Company, while in possession of UPSI, shall be construed as 'Trading'.

It is generally understood that Insider Trading includes the following:

- Trading by Insiders/ employees/ Designate Persons and their respective Immediate Relatives, while in possession of, or having access to, UPSI, regardless of how one came in possession of or had access to such information; or
- Communicating, providing, allowing access or tipping UPSI to others, including recommending any trade in Securities of the Company, while in possession of, or having access to, such information.



Trading by portfolio managers on behalf of the Insiders is also considered as Insider Trading and hence the Designated Persons are expected to take due precaution while trading in Securities through portfolio managers by.

Insiders have independent fiduciary duties to their company and its shareholders not to Trade on UPSI relating to the company's securities. All directors and employees of the Company should consider themselves as Insiders with respect to UPSI about business, activities and Securities. Directors and employees shall neither Trade in Company's Securities while in possession of UPSI relating to the Company nor tip (nor communicate, provide or allow access except on a need-to-know basis in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations) such information to others.

When a person has traded in securities while in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI PIT Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder.

## **5. CONSEQUENCE OF NON-COMPLIANCE WITH THE POLICY**

Failure to comply with this Code is a disciplinary issue and may also constitute a criminal offence in certain cases. Any employee including their Immediate Relatives who violates the provisions of this Code shall be liable for such penal/disciplinary/remedial action as may be considered appropriate by the board of directors/Audit Committee of the Company, such as wage freeze, suspension, recovery and / or claw back, as decided by the Board on a case-to-case basis. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

## **6. PENALTIES BY THE STATUTORY AUTHORITIES**

In addition to the action taken by the Company, the Person violating this Code shall also be subject to penal action by SEBI as per the SEBI Act, 1992 and SEBI PIT Regulations. Any action taken by Company shall not preclude SEBI from taking any



action in case of violation of SEBI Regulations.

In case of any violation of any of the provisions of the SEBI PIT Regulations, the Compliance Officer shall follow the due process as per SEBI PIT Regulations and inform SEBI of the said violation.

#### **8. VARIOUS PROCEDURES IN PLACE BY THE COMPANY TO PREVENT INSIDER TRADING**

The following procedures have been established, and will be maintained and enforced, by the Company to prevent Insider Trading. Every Designated Person is required to follow the below procedures:

##### **Restrictions on Access to UPSI and Communication & Trading by Insiders**

While dealing with UPSI, including in relation to the Company's business, earnings or prospects, capital raising, etc., the Company/ Compliance Officer shall ensure that any disclosure of UPSI will be on a need-to-know basis only and that no communication of UPSI takes place, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.

Designated Persons are obliged to treat UPSI with due care and have a duty to safeguard UPSI irrespective of source of receipt of UPSI. Designated Persons shall use UPSI for the specified purpose only and not for any personal gain/ avoiding any loss/ breach of applicable law.

- Restricting access to documents and files (including computer files) containing UPSI to persons on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- Files containing UPSI shall be kept secured with restricted access, and computer files containing UPSI should be protected with the help of login, passwords, etc. Appropriate physical and informational barriers shall be put in place to ensure confidentiality of UPSI;
- Promptly removing and cleaning up all confidential documents and other materials containing UPSI from conference rooms following the conclusion of any meetings;



- Disposing of all confidential documents and other papers containing UPSI, after there is no longer any business or other legally required need, through shredders when appropriate;
  - Restricting access to areas likely to contain confidential documents or UPSI; and
  - Avoiding any discussion pertaining to UPSI in places where the information could be overheard by others, such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs, etc.;
  - Persons in possession of, or having access to UPSI, to the extent feasible, should conduct their business and other activities in areas separate from other Company activities, so as to avoid any leak of UPSI.
  - Any person in receipt of Unpublished Price Sensitive Information pursuant to a Legitimate Purpose, shall be considered an Insider for purposes of SEBI PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with SEBI PIT Regulations and this Code of Conduct. Notwithstanding anything contained above, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that could:
    - a) Entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors/ Audit Committee is of the informed opinion that the proposed transaction is in the interest of the Company.
    - b) Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors/ Audit Committee is of the informed opinion that sharing of such information is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the board of directors/ Audit Committee may determine to be adequate and fair to cover all relevant and material facts.
- For the purpose of the above rule, the board of directors/ Audit Committee shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations.*
- c) The board of directors/ Audit Committee shall ensure that a structured digital database is maintained containing the names of such Persons or entities as the case may be with whom



Unpublished Price Sensitive Information is shared under SEBI PIT Regulations along with the permanent account number or any other identifier authorized by law where permanent account number is not available. Such databases shall be maintained with adequate internal controls and checks.

### **Inquiries from Third Parties**

- Inquiries from third parties, such as analysts or members of the media, about the Company should be directed/handled as per the internal policy.

### **Chinese Walls Procedures**

- To prevent the misuse of UPSI, the Company will maintain “Chinese Walls” and segregate the premises into inside Areas and public Areas. Inside Areas refer to those areas and departments of the Company in which UPSI may ordinarily be available. Public areas refer to those areas where any UPSI would ordinarily not be available, and to which any outside person may be allowed access.
- Inside areas shall be accessible in normal course only to Designated Persons. Designated Persons in the inside area shall not communicate any UPSI to anyone in public area. Further, Employees who are Designated Persons are to be physically segregated from Employees in public area. In exceptional circumstances, Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

### **Digital Database of recipient of UPSI**

As required under Regulation 3(2) of the SEBI Regulations, Compliance Officer, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- Name of such recipient of UPSI;
- Name of the organization or entity which the recipient represents
- Postal address and e-mail ID of such recipient
- Permanent account number (“PAN”) or any other identifier authorized by law, if PAN is not available



Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls to ensure non-tampering of such database.

### **PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

All Designated Persons and their Immediate Relatives shall be subject to trading restrictions enumerated herein. As a general overriding rule, no Insider shall Trade in securities of the Company when in possession of UPSI. When a person who is in possession of UPSI, has traded in securities, his trades would be presumed to be motivated by the knowledge and awareness of such information in his possession.

#### **a) Trading Plan:**

An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and may be carried public disclosure pursuant to which trades out on his behalf in accordance with such plan. This gives an option to persons who may be perpetually in possession of Unpublished Price Sensitive Information and enabling them to Trade in securities in a compliant manner.

#### **b) Trading Plan shall:**

- i. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. set out the following parameters for each trade to be executed: -
  - i. either the value of trades to be effected or the number of securities to be traded;
  - ii. the nature of the Trade;
  - iii. either specific date or time period not exceeding five consecutive trading days;
  - iv. price limit, that is an upper price limit for a buy Trade and a lower price limit for a sell trade, subject to the range as specified below:
    - a. for a buy Trade: the upper limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher such closing price;



- b. for a sell Trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- v. not entail trading in securities for market abuse.
- c) The Compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the SEBI PIT Regulations. The Compliance Officer 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.
- d) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either to execute any Trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The Compliance Officer shall confirm that the commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to Trade in securities of the Company, if the date of trading in securities of the Company, as per the approved trading plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- e) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

The provisions regarding pre-clearance of trades, trading window norms and restrictions on Contra Trade shall not be applicable for a Trade executed as per an approved trading plan.

#### **PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION**

- a) All UPSI is to be handled on a “Need to Know” basis, i.e. UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or likelihood of misuse of the information.





b) No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

c) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

d) However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

i. entails an obligation to make an open offer under the Takeover Regulations where the board of directors/ Audit Committee of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or  
ii. does not attract the obligation to make an open offer under the Takeover Regulations but where the board of directors/ Audit Committee of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the Board/ Audit Committee may determine to be adequate and fair to cover all relevant and material facts.

e) For the above purposes, the board of directors/ Audit Committee shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this clause and shall not otherwise Trade in securities of the Company when in possession of UPSI.

f) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

g) It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the CIRO may consult such officials within the Company to ensure the correctness and credibility of the UPSI. The CIRO shall authorise disclosure or dissemination of UPSI (1) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (2) on the official website to ensure official confirmation



and documentation; and (3) in any other manner as may be decided by the CIRO to facilitate uniform and universal dissemination of UPSI.

h) All communications of UPSI with the stock exchange shall be approved by the CIRO and communicated through appropriate personnel under his direction.

i) The CIRO shall also be responsible for overseeing the contents of UPSI to be posted on the website of Company for the purposes of this Code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CIRO.

j) Information disclosure/ dissemination should normally be approved in advance by the CIRO. If the information is accidentally disclosed without prior approval, the person responsible must inform the CIRO immediately, even if the information is not considered price sensitive and if required, the CIRO shall take all reasonable steps to rectify the same.

### **Pre-Clearance of Trades by Designated Persons**

- In case of stock options (ESOPs), exercise of options is allowed without pre-clearance. However, the sale of shares allotted on exercise of stock options would require a pre- clearance. This policy applies to ESOP scheme of the Company only, if any, and not to any ESOP scheme of the holding company, which is not a public listed entity.
- All Designated Persons who intend to Trade in Securities of the Company (either in their own name or through their Immediate Relatives) i.e., buy/ sell/ gift/ transfer/ pledge/ un-pledge etc. in Securities of the Company during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh Only), should pre-clear the transactions by making an application in the format set out in Annexure 1 to the Compliance Officer indicating the estimated number of units of Securities that the Designated Person or Immediate Relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of UPSI.
- The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in



possession of UPSI even though the trading window is open.

- Any oral request from the Designated Persons under this Code and/or oral confirmation for trading in Securities of the Company is not acceptable and shall not be regarded as a valid request or approval for trading in Securities of the Company.
- The approval/rejection would be conveyed through electronic mail. If a request to Trade is refused, the Compliance Officer shall provide a written statement of the reasons, to the extent possible, for withholding his or her consent.
- Unless the Designated Person concerned receives a formal communication from the Compliance Officer granting clearance to Trade, no approval shall be deemed to have been granted and the Designated Person cannot Trade in Securities of the Company.
- While granting permission, the Compliance Officer may impose certain conditions or restrictions, as may be necessary. The Compliance Officer shall also have regard to whether any declaration provided by Designated Person applying for pre-clearance is reasonably capable of being rendered as inaccurate.
- The pre-clearance once approved, shall be valid for a period of 7 trading days from the date of approval. The transactions approved shall be executed in single tranche;
- The Designated Person shall file within 2 (two) working days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form as per Annexure II;
- If the order is not executed within 7 trading days after the approval is given, the Designated Person must pre-clear the transaction again. The Designated Person shall also be required to provide reasons to the Compliance officer, as per format provided in Annexure II, in case no Trades are executed, or the trades executed are for lower quantity than the quantity for which the approval was sought.
- The Designated Persons shall not execute a Contra Trade or enter into an opposite transaction i.e., sell or buy any number of Securities during the next 6 (six) months following the prior transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options
- In case trading in securities is necessitated by personal emergency, the holding



period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer through concerned departmental head in the prescribed Annexure X (Form G).

- The disclosures to be made by any person under this Code 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 disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.
- The restriction of Contra Trade will not apply in respect of subscription to shares/convertibles in follow-on public offer (FPO); offer for sale (OFS); Rights Issue or tendering of Shares in open offer; share buy-backs or delisting offer, exit offers etc. The restriction of Contra Trade will also not apply to Trades carried out in accordance with a trading plan as may be approved.
- The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the SEBI Regulations.
- In case a Contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- In case, the chief financial officer and / or Compliance Officer of the Company intends to Trade in the Securities of the Company, he/she shall seek pre-clearance of Trade from the Board of Directors/ Audit Committee of the Company.

### **Trading Window**

- Designated Person(s) (including their Immediate Relatives) can Trade in the securities of the Company only when the Trading Window is open.
- The Company shall specify a trading period, to be called the "**Trading Window**", for trading in the Company's Securities. Any Designated Person shall not Trade in



any Securities of the Company during the period when Trading Window is closed.

- The Trading Window shall be closed not later than the end of every quarter till 48 hours post declaration of financial results on the stock exchange and / or company website. The time for commencement of closing the Trading Window shall be decided by the Compliance Officer. The Trading Window shall be opened not earlier than 48 hours after the financial results / UPSI is made public.
- Additionally, the Compliance Officer can specify a time for commencement of closing of Trading Window, on account of certain material events such as:
  - Declaration of dividends (interim and final);
  - Issue of Securities by way of public/rights/bonus issue etc;
  - Any major expansion plans or execution of new projects;
  - Amalgamation, mergers, takeovers and buy back;
  - Disposal of whole or substantially whole of the undertaking;
  - Any changes in policies, plans or operations of the Company;

Further, any other period as may be notified from time to time by the Compliance Officer, 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, will also be considered as a closed period.

All Designated Persons shall conduct all their Trading in the Securities of the Company only after obtaining prior approval and in a valid Trading Window and shall not Trade in any transaction involving the purchase and sale of the Securities of the Company during the periods when Trading Window is closed, or during any other period as may be specified by the Company from time to time.

- When the Trading Window is open, any trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.
- However, the above restrictions shall not be applicable for trades carried out in accordance with a Trading Plan that is approved and disclosed publicly, in advance by the Compliance Officer.

### **Miscellaneous**

- The gap between clearance of financial results by the audit committee and board



meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.

- In case any provisions of this Code are contrary to or inconsistent with the provisions under the SEBI Regulations, the provisions of SEBI Regulations shall prevail.

## **9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES AND ANNUAL DISCLOSURES**

Initial Disclosures by Promoter/Promoter Group, directors, key managerial personnels, senior management & Designated Persons

- Every Promoter/Promoter Group, Directors, key managerial personnel of the Company shall disclose their holding of securities in the company in Form A as detailed in Annexure III within 30 days from the start of financial year.
- Every person on appointment as key managerial personnel, senior management or a director of the Company or upon becoming a Promoter or member of the Promoter Group shall within 7 days of appointment or becoming a Promoter or a member of Promoter Group disclose details of the Securities held in the Company to the Compliance officer in Form B as detailed in Annexure IV.
- All holdings in Securities of the Company by Designated Persons upon being identified as a Designated Person within 7 days as detailed in Annexure V.

### **Continual Disclosures by Designated Persons**

- Every Promoter and Promoter Group, Designated Persons and director of every Company shall within two trading days of transaction disclose to the Company the number of Securities acquired or disposed of, if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh or such other value as may be specified by the Compliance Officer as in Annexure VI.
- Annual disclosure thereof containing the below details in Annexure VII within a period of 30 days from the closure of each financial year:
  1. Name of Immediate Relatives and persons with whom such Designated Person(s) shares a Material Financial Relationship;
  2. PAN or any other identifier authorized by law; and
  3. Phone, mobile and cell numbers of persons mentioned.



Note: “**Material Financial Relationship**” shall mean a relationship as 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.”

- All the dealings in securities of the Company by the Designated Persons and their Immediate Relatives should be disclosed on an annual basis, as at 31st March every year to the Compliance Officer along with any additional information as may be required by the SEBI PIT Regulations.

#### **Disclosure by Connected Persons**

- The Compliance officer may, at its discretion require any other Insider to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be deemed necessary in order to monitor compliance with these SEBI Regulations in Form D as detailed in Annexure VIII

The Compliance officer may from time to time review and modify the formats for submitting disclosures, as may be appropriate.

#### **10. REPORTING BY THE COMPLIANCE OFFICER**

The Company Secretary designated as such by the board of directors will act as the Compliance Officer for the purpose of this Code and will perform the following functions notwithstanding any other function given in the Code:

- a) Monitor and administer this Code;
- b) Process the pre-clearance of Trades;
- c) Maintain, update and preserve records, as per SEBI PIT Regulations;
- d) Clarify issues regarding the Code and redress the grievances of the Designated





Persons;

- e) Decide and notify the 'No-Trading Period/Trading Window Closure Period' for Designated Persons / select persons or specific departments, as deemed necessary
- f) Identify and notify the list of Designated Persons based on specific transactions, as required under the Code
- g) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five (5) years.

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 but not less than once in a year.

## **11. REVIEW OF THE POLICY**

The board of directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the board of directors may notify in this behalf.

The audit committee shall review compliance with the provisions of SEBI PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## **12. DISCLAIMER**

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the listing regulations and/or other applicable laws in this regard shall automatically apply to this policy. This policy is only internal code of conduct and one of the measures to avoid insider trading. Every insider is required to familiarise himself with SEBI Regulations as it will be the responsibility of each insider (and his relatives) to ensure compliance of this code fully.

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## FAIR DISCLOSURE CODE

### 1. BACKGROUND

In order to adhere to each of the principles of public disclosure of unpublished price sensitive information that would impact price discovery, prompt dissemination of unpublished price sensitive information, a code of practices and procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as the “Fair Disclosure Code”) is being implemented.

### 2. PRINCIPLES OF FAIR DISCLOSURE AND CONDUCT

- Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- Uniform and universal dissemination of UPSI information to avoid selective disclosure;
- Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities;
- Ensuring that information shared with analysts and research personnel is not UPSI;
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made;
- Handling of all UPSI on a need-to-know basis.

### 3. CHIEF INVESTOR RELATIONS OFFICER (“CIRO”) AND OTHER SPOKESPERSONS

- The CIRO will deal with the dissemination and disclosure of UPSI. The Company Secretary will presently act as CIRO until unless Board authorises otherwise. In addition to CIRO, the following persons (“**Authorised Spokespersons**”) are also authorised to communicate with the investors, research analysts and representatives of the Mmedia, in co-ordination with the CIRO:
  - a) Chairman, managing director, chief executive officer and chief financial officer
  - b) Employees of investor relations team (senior manager level & above)
- For any specific event or occasion, one or more Company officials may be authorised by the Company to interact with investors, research analysts and representatives of the media.



- The company secretary shall disseminate / disclose the information to the Stock Exchanges where the Securities of the Company are listed.

#### **4. POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSE”**

- In terms of the SEBI Regulations, the term “**legitimate purpose**” is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company’s partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI Regulations;
- The SEBI Regulations require the Board to formulate a policy for determination of “Legitimate Purpose”, in line with the guidance provided in the SEBI Regulations. The assessment of whether sharing of UPSI for a particular instance would tantamount to “Legitimate Purpose” would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is “legitimate”;
- Primarily, the following factors should be considered:
  - whether sharing of such information is in the ordinary course of business of the Company;
  - whether information is sought to be shared to evade or circumvent the prohibitions of the regulations;
  - whether sharing the information is in the best interests of the Company or in furtherance of due diligence for a genuine commercial transaction;
  - whether the information is required to be shared for enabling the Company to discharge its legal/regulatory obligations;
  - whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose shall be evaluated on its own merits, in line with the aforementioned principles;
- The recipient of UPSI shall be informed, by way of written intimation and/ or contractual agreement, about the confidentiality of such information.

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**POLICY ON DETERMINATION OF LEGITIMATE PURPOSE**  
**[Under Regulation 3(2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]**

**1. Background**

The Company shares data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons, etc., during the course of its business operations. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If such persons Trade on the basis of unpublished price sensitive information ('UPSI'), it could result in an undue advantage.to such persons. The trading in the securities of the Company by an insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') as amended from time to time and the Tata Code of Conduct for Prevention of Insider Trading and Code for Corporate Disclosure Practices ('Code').

This "Policy on Determination of Legitimate Purpose" ('Policy') is framed by the Board of Directors of the Company pursuant to the amendment in the Regulations, in 2018 and is part of "Code of Corporate Disclosure Practices".

This policy is effective from November 6, 2025.

**2. Applicability**

This policy is applicable to the Company and all Insiders.

**3. Legitimate Purpose**

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

Legitimate Purpose shall inter alia include sharing of UPSI on need to know basis by an insider with the promoter, subsidiaries, associates, joint ventures, any governmental and other statutory authority, Courts of law, Tribunals, intermediaries and fiduciaries engaged by the Company, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency



professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;

*Example:* Any call for information or query received from Ministry of Corporate Affairs, Income tax authority, Securities and Exchange Board of India ("SEBI"), stock exchanges, Reserve Bank of India, sectoral regulatory body, etc.

ii. Under any proceedings or pursuant to any order of courts or tribunals;

*Example:* National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

iii. As part of compliance with applicable laws, regulations, rules and requirements;

*Example:* Company Law, Securities Law, Income Tax Law, Banking Law, etc.

iv. Arising out of any contractual obligations or arrangements entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.

*Example:* Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

v. Arising out of business requirements including requirement for the purposes of promoting the business of the Company and strategies of business which may require sharing of UPSI with subsidiaries, associates, joint ventures and with the Promoters and Promoters in turn with their Promoters as well as by Promoters with their advisors, consultants, intermediaries, fiduciaries etc.

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

- Sharing the relevant UPSI by Company or Promoters for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fund raising;



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

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

When in doubt on determination of the Legitimate Purpose, UPSI may be shared after obtaining necessary clarification from the Compliance Officer or the Chief Investor Relations Officer.

#### **4. Restrictions on Communication and Trading by Insiders**

The Company shall inform the recipient of UPSI, by way of written intimation and/or contractual agreement, such as confidentiality agreement, that (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI; (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the SEBI PIT Regulations, (iii) the recipient must maintain confidentiality of the UPSI at all times, (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed; (v) the recipient should



provide a written undertaking that he/she/it shall not undertake trades in the securities of the Company while in possession of the UPSI; and (vi) the recipient must extend all co-operation to the Company, as may be required in this regard.

## **5. Process for sharing UPSI**

The insider may follow the steps given below while sharing UPSI:

- i) Satisfy that information is UPSI and sharing is for legitimate purpose and on a need-to-know basis
- ii) Identify the persons with whom the UPSI is to be shared
- iii) Notify the recipient that UPSI being shared is confidential and proprietary and enter into a confidentiality/non-disclosure agreement.

iv) Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement or verbal exchange.

v) Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential. The Database shall be kept under the custody and supervision of the Compliance Officer.

## **6. Policy Review**

The Policy shall be reviewed periodically in accordance with review of internal controls and checks as well as changes or any regulatory requirements from time to time.

In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall prevail.

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## **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI**

### **1. BACKGROUND**

SEBI Regulations, in terms of Regulation 9A (5), requires the Board to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry in to any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/suspected leak of UPSI, this policy sets out the broad principles that the Board of Directors shall follow while inquiring into cases of actual or suspected leak of UPSI.

### **2. OBJECTIVE**

- To strengthen the internal control system to prevent leak of UPSI;
- To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- To initiate inquiry by the Board of Directors/ Audit Committee, in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
- To take disciplinary actions, if deemed fit against any Insider, employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, employee & Designated Persons.

### **3. PROCEDURE FOR INQUIRY IN CASE OF ACTUAL /SUSPECTED LEAK OF UPSI**

- Upon becoming aware of actual or suspected leak of UPSI, including by way of:

a) suo motu, including through its internal monitoring; or;



- b) a written complaint and/or email received through the whistle blower mechanism of the Company; or
- c) communication received from regulatory authorities,

the Board of Directors/ Audit Committee shall evaluate and determine if the matter merits any inquiry.

- It is clarified that market rumours, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary inquiry, and the board of directors/Audit Committee, have the discretion to decide if a preliminary inquiry is required to be undertaken, in each such case;
- In the event the board of directors/Audit Committee decides so, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to establish and take cognizance of actual facts and to decide if prima facie there appears to be any violation of SEBI Regulations. Based on the findings of the preliminary inquiry, the board of directors/Audit Committee may decide if a detailed inquiry is required to be undertaken;
- Based on the determination of the board of directors/Audit Committee, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary;
- While conducting any inquiry into cases of actual/ suspected leak of UPSI, the board
- of directors/Audit Committee shall regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been levelled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the board of directors/Audit Committee and the board of directors/Audit Committee will be required to assess and consider the same before concluding on the matter.

#### **4. OUTCOME OF THE INQUIRY**

Upon the conclusion of the inquiry and on the basis of the outcome thereof, the board of directors/Audit Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the board of



directors/Audit Committee shall be final and binding.

Penalty framework for consequence management

- Verbal or written warning
- Internal action, e.g. freeze on increment/promotion, change in role, job level,
- Monetary penalty as may be deemed appropriate by the board of directors/Audit Committee depending on the severity of each case
- Suspension or employment termination

In addition to the action taken by the Company, the Person violating this Code may also be subject to penal action by SEBI. Any action taken by Company shall not preclude SEBI from taking any action in case of violation of SEBI Regulations.

#### **5. DISCLOSURE OF ACTUAL/ SUSPECTED LEAK OF UPSI**

The Compliance Officer shall immediately inform SEBI promptly of such leaks, inquiries and the results of such inquiries.

#### **6. AMENDMENTS IN LAW**

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

ADOPTED BY THE BOARD OF DIRECTORS AT THE BOARD MEETING HELD ON NOVEMBER 20, 2021.

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## ANNEXURE I

### APPLICATION FOR PRE - CLEARANCE OF TRADING

The Compliance Officer  
Capillary Technologies India Limited

Date:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report trading in Securities of the Company and the code of practices and procedures for fair disclosure of UPSI, I seek approval for purchase/sale of the Securities of the Company as per the details given below:

<b>Details of Designated Person</b>	
Name	
Designation	
PAN	
Location	
Email Id.	
Contact No.	
<b>Pre-clearance sought for</b>	Self/ Immediate Relative
<i>If pre-clearance sought for Immediate Relative, then</i>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
<b>Details of Security held by Self/ Immediate Relative for whom the pre-clearance is sought</b>	
No. of Securities held as on date	
<b>Details of Proposed Transaction</b>	
Nature of Proposed Transaction	Sale/ Purchase
No. of Securities proposed to be transacted	
<b>Details of identified account</b>	
Name & contact details of Broker with Account No.	
Name of Depository Participant	
DP ID	
Client ID	
<b>Details of previous pre-clearance, if any</b>	
No. of Shares for which pre-clearance was taken	
Date of approval of pre-clearance	
Whether transaction was executed	
If yes, No. of shares transacted & Value	
Reasons if not traded	



I hereby confirm and declare that:

- i. I am not in possession/ knowledge of any information that could be construed as Unpublished Price Sensitive Information (UPSI) as defined in the Policy up to the time of signing this undertaking;
- ii. In the event that I am in possession/knowledge of any information that could be construed as UPSI, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer immediately and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- iii. I have not and shall not enter into any opposite transaction (buy / sell) during the previous/ next six months from the date of last transaction.
- iv. I undertake to submit the necessary forms/ documents within the prescribed timelines.
- v. I am aware that, I shall be liable to face penal consequences including disciplinary action in case the above declarations are found to be misleading or incorrect at any time;
- vi. I agree to comply with the provisions of the Code at all times and provide any information relating to the Trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- vii. I further hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time and the Code prescribed by the Company.

Date:

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

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

Name:

(Immediate Relative)

Designation:

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



PCO No.	Application recd. date	Approval Date	Approval Granted for (Type of transaction)	Approval granted for (No. of shares)	Pre-clearance valid up to (dd/mm/yyyy)	Compliance Officer's signature
			Sale/ Purchase			



**ANNEXURE II**  
**FORM OF DISCLOSURE OF TRANSACTIONS**  
 (To be furnished within 2 days from transaction /dealing in Securities of Capillary Technologies India Limited)

Name of Designated Person	
Designation	
PAN	
Email Id	
Contact No.	
<i><b>If the trade was in effect in the name of Immediate Relative</b></i>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<i><b>Details of Pre-clearance approved:</b></i>	
Type of Transaction for which pre-clearance was applied	Purchase/ Sale
No. of Shares for which pre-clearance was applied	
Pre-clearance approved for (No. of security & date of Approval)	
<i><b>Details of Transaction executed</b></i>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
<b>No. of Securities held prior to the date of transaction</b>	
Price at which the transaction executed	
Reasons, if transaction not executed or if executed for lower quantity	
Total number of Securities held after acquisition / sale	

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code, SEBI Regulations and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

.....  
 Signature of Designated Person





ANNEXURE III  
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: Capillary Technologies India Limited

ISIN of the company: .....

Details of Securities held by Promoter, Key Managerial Personnel (KMP) or director and other such persons as mentioned in Regulation 6(2)

**1. Initial Disclosure for shares of Capillary Technologies India Limited, held by self**

Name, PAN No., and Other Details as below	Category of Person (Director /Promoters / Group Company / KMP)	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)
Name:				
PAN:				
CIN/DIN:				
Address:				
Contact:				
DP Id:				
Client Id:				

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



**2. Initial Disclosure for shares of Capillary Technologies India Limited, held by Immediate Relatives**

Name, PAN No., and Other Details as below	Category of Person (Immediate Relative)	Securities held as on the date of regulation coming into force		% of shareholding
		Type of security (For e.g.– Shares, Warrants, etc.)	No.	
(1)	(2)	(3)	(4)	(5)
Name:				
PAN:				
CIN/DIN:				
Address:				
Contact:				
DP Id:				
Client Id:				

***Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.*

Name & Signature:

Designation:

Date:

Place:



# ANNEXURE IV

## 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: Capillary Technologies India Limited

ISIN of the company: .....

Details of Securities held on appointment by Key Managerial Personnel (KMP) or director or upon becoming Promoter of listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/Immediate Relatives/ others etc.)	Date of Appointment of Director/ KMP or date of becoming Promoter	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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).



Open Interest of the Future contracts held as on the date			Open Interest of the Option Contracts held as on date		
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 to Form B**

Name

Employee Code:

Sr. No	Particulars	Name	PAN & Address	Phone and mobile number used by persons	No and % of total Shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse's Father					
5.	Spouse's Mother					
6.	Son					
7.	Son's Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse's Brother					
13.	Spouse's Sister					
14.	If you are member of Hindu Undivided					

Name & Signature:

Designation:

Date:

Place:



## ANNEXURE V

## INITIAL DISCLOSURE FORM

(Initial Disclosure of shareholding in Capillary Technologies India Limited at the time of joining or at the time of being identified / promoted as a Designated Person)

1	<b>Name</b>			
2	<b>PAN</b> (in case of PAN is not available, any other identifier authorized by law)			
3	<b>Designation</b>			
4	<b>Location</b>			
5	<b>Contact Nos.</b>			
6	<b>Email Id</b>			
7	<b>Educational Institution of Graduation</b>			
8	<b>Details of Past Employment</b> (Name of the past employer/ organization)			
9	<b>Date of declaration</b>			
10	<b>Details of Securities held in the Company</b>			
a.	<b>Held by the Designated Person</b>			
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
				<b>DP ID</b> <b>Client ID</b>
b.	<b>Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship</b>			
	<b>Name of Immediate Relative</b>			
	<b>Relationship</b>			
	<b>PAN</b> (in case of PAN is not available, any other identifier authorized by law)			
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
				<b>DP ID</b> <b>Client ID</b>



**Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.

**Material Financial Relationship** means 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 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction.

.....  
Signature

Name:

Date:





## ANNEXURE VI

### CONTINUAL DISCLOSURE BY DESIGNATED PERSON

(annexure as per companies software format)

ANNEXURE VII  
FORM of ANNUAL DISCLOSURE

(To be furnished before 30th April of each year for the previous financial year by directors / KMPs/ All Other Designated Persons)

1	<b>Name</b>				
2	<b>PAN</b> (in case of PAN is not available, any other identifier authorized by law)				
3	<b>Designation</b>				
4	<b>Location</b>				
5	<b>Contact Nos.</b>				
6	<b>Email Id</b>				
7	<b>Educational Institution of Graduation</b>				
8	<b>Details of Past Employment</b> (Name of the past employer/organization)				
9	<b>Date of declaration</b>				
10	<b>Details of Securities held in the Company</b>				
a.	<b>Held by the Designated Person</b>				
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>	
				<b>DP ID</b>	<b>Client ID</b>
b.	<b>Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship</b>				
	<b>Name of Immediate Relative</b>				
	<b>Relationship</b>				
	<b>PAN</b> (in case of PAN is not available, any other identifier authorized by law)				
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>	
				<b>DP ID</b>	<b>Client ID</b>



Notes:

Immediate Relative includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.

Material Financial Relationship means 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 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction.

.....  
Signature

Name:

Date:



## ANNEXURE VIII

## Form D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the Company

Name of the company: Capillary Technologies India Limited

ISIN of the company: .....

Details of trading in securities by other connected person as identified by the Company.

Name, PAN No., CIN/DIN & address with contact nos.	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 the Company	Mode of acquisition (market purchase/ public rights/preferential offer / off market/ Inter-se transfer etc.
		Type of security (For e.g. – Shares, Warrants, etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, etc.)	No. and % of shareholding	From	To		

		Convertible Debentures etc.)		es etc.)				Convertible Debentures etc.)					
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)

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

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)	
16	17	18	19	20	21	22

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

Name & Signature

Designation

Date:

Place:

ANNEXURE IX  
APPLICATION FOR ANNUAL TRADING PLAN

Date:

To,  
The Compliance Officer  
Capillary Technologies India Limited

1. Name of the Applicant:
2. No. of securities held in the Company as on date:
3. Approval sought for (Self / Immediate Relative):

PAN:

Trading plan belongs for a period of \_\_\_\_\_ months i.e. for a period commencing from \_\_\_\_\_ and ending on \_\_\_\_\_

Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interv alfor 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 the securities of the Company until such information becomes public;
- d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time
- e) I have made full and true disclosure in the matter.
- f) I shall not use this trading plan as a tool for market abuse





Signature  
Date:

For use of Compliance Officer:

<b>Application recd. date</b>	<b>Approval Date</b>	<b>Approval No.</b>	<b>Compliance signature</b>	<b>Officer's</b>

Approval granted for trading plan for a period of months commencing from \_\_\_\_\_  
up till \_\_\_\_\_

Notification to Stock Exchange:

Signature of Compliance Officer:



ANNEXURE X

FORM G

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7(h) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

To  
The Company Secretary/Compliance Officer  
Capillary Technologies India Limited

Through: Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, with respect to securities of the Company held by me/ (name of family dependent)/jointly acquired by me on (insert date). I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thank you  
Your Faithfully

Name of the applicant  
Designation  
Employee Code No.  
(Signature)  
Date:

