

Date: December 15, 2025

To,

BSE Limited,
20th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

BSE Scrip Code: 544642

NSE Scrip Symbol: WAKEFIT

Subject: Intimation under Regulation 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”)

Dear Sir/Ma’am,

This is to inform you that pursuant to Regulation 8(2) of the PIT Regulations, Wakefit Innovations Limited (“the Company”) has framed the Wakefit Prohibition of Insider Trading Rules which includes Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with Regulation 8(1) of the SEBI PIT Regulations.

A copy of the said Rules is enclosed herewith and has also been uploaded on the Company’s website.

You are requested to kindly take the same on record.

Thank you.

For Wakefit Innovations Limited
(Formerly known as Wakefit Innovations Private Limited)

Surbhi Sharma
Company Secretary and Compliance Officer
Membership Number: A57349

WAKEFIT INNOVATIONS LIMITED

WAKEFIT PROHIBITION OF INSIDER TRADING RULES

Document version	Approved By	Date of approval	Date of Amendment
1.0	Board of Directors	November 27, 2025	-

Table of Contents

1. Introduction.....	3
2. Definitions.....	3
3. Restriction on communication and trading by Insiders	9
4. Trading when in possession of Unpublished Price Sensitive Information	10
5. Trading restrictions	11
6. Chinese wall procedures	15
7. Role and responsibilities of the Compliance Officer	15
8. Trading Plans	16
9. Disclosure requirements.....	17
CODE OF FAIR DISCLOSURE OF UPSI.....	18
10. Uniform and Universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure	18
11. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to analysts and institutional investors	18
12. Responding to Market Rumours	20
POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE	20
13. Determination of Legitimate Purpose.....	20
13.1 Digital Database.....	21
14. SDD Tab on JumpCloud.....	21
15. Penalty for contravention of the Rules.....	21
16. Review and Amendment.....	23
Annexure I	24
Annexure II.....	26
Annexure III	28
Annexure IV	30
Annexure V.....	31
Annexure VI	32

1. Introduction

'Insider Trading' as understood under Indian law means trading in the securities of the Company by persons while in possession of Unpublished Price Sensitive Information ("UPSI") and includes procurement or communication of UPSI otherwise than for legitimate purposes, performance of duties or discharge of legal obligations.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("SEBI PIT Regulations") seek to govern the conduct of Insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Insider Trading involves trading in the securities of a Company listed or proposed to be listed by connected or any persons in possession of or with access to 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 as unfair when it is predicated upon the utilization of 'inside' information to profit at the expense of other investors who do not have access to the same information.

SEBI PIT Regulations also mandates every listed company must formulate a code of conduct to regulate, monitor and report insider trading by its employees and connected persons. Accordingly, the Wakefit Prohibition of Insider Trading Rules, 2015 ("**Rules**") are being adopted.

This Rules are only an internal Code of conduct and one of the measures to monitor Insider Trading by Designated Persons. *It shall be the responsibility of each person covered under the SEBI PIT Regulations and Comprehensive FAQs on SEBI PIT Regulations to ensure compliance of the applicable laws.*

It is clarified that these Rules are pursuant to and in furtherance, and not in derogation, of the laws applicable to insider trading in India.

2. Definitions

1. "**Board of Directors**" or "**Board**", in relation to a Company, means the board of directors of the Company.
2. "**Chief Investor Relations Officer**" shall mean the Chief Financial Officer of the Company or such other officer/employee as authorised by the Board.
3. "**Chinese Wall**" means all information shall be handled within the organization on a need-to-know basis 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.
4. "**Company**" means Wakefit Innovations Limited (Formerly known as Wakefit Innovations Private Limited).

5. **“Compliance Officer”** means Company Secretary of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 (UPSI), monitoring of trades and the implementation of the Codes under the overall supervision of the Board of the Company.

In the absence of a Company Secretary, the Board may authorise such other officer of the Company to discharge duties of Compliance Officer under the SEBI PIT Regulations

6. **“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 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 Securities and Exchange Board of India ("SEBI"); or
 - i. a banker of the company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
 - k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause 2.6 is also a partner; or
 - l. a person sharing household or residence with a connected person specified in sub-clause (i) of clause 2.6;

Note: A connected person is one who has a connection with the Company that is expected to put him in possession of Unpublished Price Sensitive Information. Relatives and other

categories of persons specified above are also presumed to be connected persons, but such a presumption is a deeming legal fiction and is rebuttable. This also includes persons who may seemingly not occupy any position in the Company but are in regular touch with the Company and its officers and are involved in the know of the Company's operations, and any person who would have access to or could access Unpublished Price Sensitive Information about any Company or class of companies by virtue of any connection that would put them in possession of Unpublished Price Sensitive Information.

7. **“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
8. **“Designated Persons”** shall mean persons to be covered by the Rules and so designated by the Board in consultation with Compliance Officer and shall include :
 - i. Promoters, Directors and Key Managerial Personnel of the Company;
 - ii. Such employees of the Company in the finance department, human resource, legal, marketing, secretarial department, IT department and any other department including any support staffs, who have access to Unpublished Price Sensitive Information and as deemed necessary but excluding employees in the grades Junior Manager and below who are based out of operations, procurement and sales units;
 - iii. Employees of material subsidiaries of the Company designated based on their functional role or access to unpublished price-sensitive information in the organization by their Board of Directors;
 - iv. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and material subsidiaries irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
 - v. Such other persons as may be identified by the Compliance Officer on a case-to-case basis, who could be reasonably expected to have access to unpublished price-sensitive information(s) relating to the Company and material subsidiaries.
9. **“Dealing in securities”** or **“Trading in securities”** 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. It also includes creation/ invocation/ revocation of pledge.
10. **“Employee”** means every employee of the Company, including the Directors who are in employment of the Company.
11. **“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.

12. **“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;
Note: A spouse, whether dependent financially or not, is presumed to be an ‘immediate relative’, unless rebutted so.
13. **“Informant”** means an individual(s), who voluntarily submits to SEBI a Voluntary Information Disclosure Form (as prescribed under the Schedule D of the **SEBI PIT Regulations**) relating to an alleged violation of Insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the SEBI PIT Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a Reward.
14. **“Insider”** means any person who is:
- a connected person; or
 - in possession of or having access to Unpublished Price Sensitive Information;
15. **“Key Managerial Personnel”** means a person as defined in Section 2(51) of the Companies Act, 2013, as amended.
16. **“Leak”** shall mean communication of any information which is or deemed to be Unpublished Price Sensitive Information by any Insider, employee, Designated Person, any Connected Person or any other person in possession of Unpublished Price Sensitive Information, to any person directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations, and the term “Leaked” shall be construed accordingly.
17. **“Legitimate Purpose”** shall include sharing of the UPSI 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 these regulations in relation to the following:
- i. Performance of duty
 - ii. Discharge of legal obligation
 - iii. Under any requirement of legal process, regulation or governmental order, decree in compliance with applicable laws, rules or regulations;
 - iv. any other purpose as the Board may determine for sharing of information on need-to-know basis depending upon the transaction.
18. **“Material Subsidiary”** shall be as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and shall mean a subsidiary of the Company whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

19. **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof
20. **“Promoter group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
21. **“Regulations”** shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
22. **“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)
23. **“Reward”** means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of the SEBI PIT Regulations.
24. **“Rules”** shall mean this Wakefit Prohibition of Insider Trading Rules, as adopted by the Board of Directors of the Company.
25. **“SEBI PIT Regulations/ SEBI Regulations”** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
26. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof;
27. **“Structural Digital Database”** shall mean containing the nature of Unpublished Price Sensitive Information and the names of such persons or entities with whom information is shared or who has shared such information along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
28. **“Stock Exchanges”** shall mean the stock exchanges on which the Securities of the Company are listed.
29. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulation, 2011 and any amendments thereto.
30. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

31. **“Trading Window”** means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.
32. **“Unpublished Price Sensitive Information (UPSI)”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily include but not restricted to, information relating to the following:
- i. financial results;
 - ii. dividends;
 - iii. change in 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.
 - xvii. such other information as may be determined by the Board/ CEO/ Whole-time Director/ CFO or Compliance Officer from time to time.

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.

All other words and expressions used but not defined in the Rules but defined in the SEBI Act, 1992, Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Companies Act 2013 and/ or the Rules and Regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or Rules or Regulations or any statutory modification or re-enactment thereto, as the case may be.

3. Restriction on communication and trading by Insiders

- i. No Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to a Company or securities listed or proposed to be listed by the Company, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ii. No person shall procure from or cause communication by any Insider of Unpublished Price Sensitive Information, relating to Company or securities listed or proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The information shall be shared in accordance with the below:
 - Making aware such person that the information shared is or would be confidential;
 - Instruct such person to maintain the confidentiality of such Unpublished Price Sensitive Information in compliance with this Rules;
 - Make aware such person the duties and responsibilities attached to the receipt of such information and the liability attached to the misuse or unwarranted use of such information.
- iii. Any inducement and procurement of Unpublished Price Sensitive Information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this Rules.
- iv. Notwithstanding anything contained in this Rules, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- Entail an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the sharing of information is in the best interests of the Company;
 - Not attract the obligation to make an open offer under the Takeover Regulations but where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information 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 may determine to be adequate and fair to cover all relevant and material facts.
- v. For purposes of point (iv) above, the Board 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 (iv) above, and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.
- vi. The Board shall ensure that a structural digital Database is maintained containing the nature of Unpublished Price Sensitive Information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this Rules along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- vii. The Board shall ensure that the Structured Digital Database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.

4. Trading when in possession of Unpublished Price Sensitive Information

- i. No Insider shall either on his own behalf, or on behalf of any other person, trade in Securities of the Company that are listed or proposed to be listed when in possession of any Unpublished Price Sensitive Information.
- ii. Designated persons who engage Portfolio Managers to trade in shares are expected to take due precaution while trading in securities through Portfolio Managers by:
- a. Informing the Portfolio Managers about closure of trading window
 - b. Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in the Company's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Rules.

- c. Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Rules.
 - d. Prohibiting the Portfolio manager to trade in securities of Company at his own discretion or when the Insider is in possession of Unpublished Price Sensitive Information. Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Insider, and therefore the Insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Rules.
- iii. Following trades may be exempted even when in possession of Unpublished Price Sensitive Information, if it is demonstrated by the persons who undertook the trade that there is no violation of all the provisions of the Rules:
- a. Off-market inter-se transfer between Insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 of the SEBI PIT Regulations and both the parties had made a conscious and informed trade decision;
 - b. Transaction was carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information without being in breach of Regulation 3 of the SEBI PIT Regulations and both parties had made a conscious and informed trade decision;
 - c. Was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
 - d. Transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable Regulations;
 - e. In the case of non-individual Insiders: -
 - The individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and
 - Appropriate and adequate arrangements were in place to ensure that these Regulations are not violated, and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached
 - f. Trades were pursuant to a trading plan submitted by the Insider to the Compliance officer.

5. **Trading restrictions**

All Designated Persons of the Company shall be subject to trading restrictions as enumerated below:

- I. Trading Window
 - a. Designated Persons and their immediate relatives shall trade in the Securities of the Company only when the Trading Window is open and if they do not possess Unpublished Price Sensitive Information at the time of trading.

- b. 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.
- c. The trading window shall be opened 48 hours after the “price sensitive information”, for which the trading window is closed, is generally available.
- d. For the purpose of declaration of financial results, trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results
- e. In the case of employee stock options, exercise of options may be allowed in the period when the Trading Window is closed. However, sale of shares allotted in exercise of employee stock options shall not be allowed when Trading Window is closed.
- f. The trading window restrictions mentioned in sub-clause (b) above shall not apply in respect of –
 - (a) transactions specified in clauses (a) to (d) and (f) of the Clause (iii) of point 4 above and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective Regulations made by the Board.
 - (b) unpublished price sensitive information not emanating from within the Listed Company.
- g. No Designated Person and/ or their Immediate Relatives shall enter into derivative transactions in respect of the Securities of the Company.

II. Pre-clearance of trades

- i. Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives. Such pre-trading approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any calendar quarter exceeds Rs. 10 lakhs (market value). The authority for preclearance of trades shall be as under:

Sl.no	Trading by following Designated Persons (including by their immediate relatives)	Authority for Pre-clearance of Trade
1.	Compliance Officer	Chairperson, Chief Executive Officer or Executive Director of the Company
2.	Other Designated Persons	Compliance Officer

- ii. Any trade executed by designated persons and their immediate relatives above the prescribed threshold (as stated above), shall be reported to the compliance officer within 2 days of trading or execution in the format set out in **Annexure VI**.
- iii. No Designated Person and their immediate relatives shall apply for pre-clearance of any proposed trade if such designated person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

- iv. Pre-clearance will not be required for the exercise of employee stock options. However, for sale of shares allotted in exercise of employee stock options shall require pre-clearance in case the value of the proposed trades in a calendar quarter is above Rs. 10,00,000/- (Ten Lakhs)

III. Pre-clearance Procedure

- i. An application for pre-clearance of trades shall be made to the Compliance Officer in the format set out in **Annexure I** by all Designated Persons of the Company, for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives, if the value of the proposed trades is above Rs. 10,00,000/- (Ten Lakhs) in a calendar quarter (either in one transaction or a series of transactions).

Illustration

Mr. X (Designated Person) holds 25,000 equity shares of the Company as of March 31, 2025. Mr. X intends to sell 5,000 equity shares in three lots as under:

Lot No.	No. of equity shares sold	Trade Period	Assumed Market Price per share	Traded value of shares
Lot 1	1,000	May, 2025	Rs. 380	Rs. 3,80,000
Lot 2	2,000	June, 2025	Rs. 385	Rs. 7,70,000
Lot 3	2,000	July, 2025	Rs. 390	Rs. 7,80,000

Mr. X need not obtain pre-clearance for selling the first lot (as the traded value does not exceed Rs. 10 Lacs during a calendar quarter). However, before the sale of the second lot of 2,000 shares Mr. X shall pre-clear the transaction as the aggregate traded value of his dealings exceeds the threshold of Rs. 10 Lacs during a calendar quarter April to June, 2025.

Mr. X may execute sale of 2,000 shares in lot No. 3 during the calendar quarter July to September 2025 without seeking pre-clearance of trades since the transaction in that calendar quarter is less than Rs. 10 Lacs in value.

- ii. The Designated Person and /or their Immediate Relatives shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the Designated Person must pre-clear the transaction again.
- iii. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed in the format set out in **Annexure III**. In case the transaction is not undertaken, a report to that effect shall be filed.
- iv. Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- v. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information.

- vi. The Designated Person and/ or their Immediate Relatives who Trades in Securities of the Company without complying with the pre- clearance procedure as envisaged in this Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Rules.
- vii. Any trade executed by designated persons and their immediate relatives above the prescribed threshold (as stated above) shall be reported to the Compliance Officer within 2 days of trading or execution in the format set out in **Annexure VI**.

IV. Other restrictions/Contra Trade Restrictions

The Designated Person and their immediate relatives shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Person and their immediate relatives permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade. In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in the format set out in **Annexure V**.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be considered for purposes of this Rules.

The disclosures made under this Code shall be maintained for a period of five years.

V. Internal Control

- i. The Compliance Officer, Chief Financial Officer or Chief Executive Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI PIT Regulations to prevent Insider Trading. Further, the Board shall ensure that the requirements are met by such persons under the SEBI PIT Regulations.
- ii. The internal controls shall include the following:
 - a. All employees who have access to Unpublished Price Sensitive Information are identified as Designated Persons;
 - b. all the Unpublished Price Sensitive Information shall be identified, and its confidentiality shall be maintained as per the requirements of this Rules;
 - c. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by this Rules;
 - d. lists of all Employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained.
 - e. periodic process review to evaluate effectiveness of such internal controls.
 - f. all other relevant requirements specified under the SEBI PIT Regulations shall be complied with;

- iii. The Audit Committee of the Company shall review compliance with these provisions of the Rules at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- iv. The Company has written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, as approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries.
- v. If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.
- vi. The Company shall not discharge, terminate, demote, suspend, threaten, harass, either directly or indirectly, or discriminate against any Employee who files a Voluntary Information Disclosure Form under the SEBI PIT Regulations, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the SEBI PIT Regulations, by reason of: (a) filing a Voluntary Information Disclosure Form under the SEBI PIT Regulations; (b) testifying in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of the Insider trading laws, or in any manner aiding the enforcement action taken by the Board; (c) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.
- vii. For the purpose of this Clause, 'Employee' shall mean any individual who during employment may become privy to information relating to violation of Insider trading laws and files a Voluntary Information Disclosure Form under the SEBI PIT Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

6. Chinese wall procedures

- i. To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy which separates those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/ marketing/ investment advice or other departments providing support services, considered "public areas".
- ii. The Employees in the inside area shall not communicate any price sensitive information to anyone in public area.

In exceptional circumstances Employees from the public areas shall be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

7. Role and responsibilities of the Compliance Officer

- i. The Compliance Officer shall ensure compliance with and effective implementation of the Regulations, as well as this Rules, across the Company;
- ii. The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Rules.

- iii. The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board at such frequency as may be stipulated by the Board but not less than once in a year.
- iv. The Compliance Officer shall on an annual basis confirm to the Audit Committee that the internal controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.

8. Trading Plans

- I. The SEBI Regulations contain provisions enabling an Insider to formulate their Trading Plan and present the same to the Compliance Officer for approval..
- II. Such trading plan shall –
 - a. 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;
 - b. Not entail overlap of any period for which another trading plan is already in existence;
 - c. Set out following parameters for each trade to be executed:
 - i. either the value of trade to be effected or the number of securities to be traded;
 - ii. nature of the trade;
 - iii. either specific date or time period not exceeding five consecutive trading days;
 - iv. price limit (shall be rounded off to the nearest numeral), 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:
 - for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - 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.

Explanation: Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

 - v. Not entail trading in securities of the Company for market abuse.
- III. Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.
Provided further that if the Insider has set a price limit for a trade as per above clause, the Insider shall execute the trade only if the execution price of the security is within such limit. If the price of the security is outside the price limit set by the Insider, the trade shall not be executed.
- IV. The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of this Rules or “Regulations” and shall be entitled to seek such express

undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- i. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- ii. Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

V. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either 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.

VI. Non-implementation of the trading plan:

In case of non-implementation in full or partial of trading plan due to permanent incapacity or bankruptcy or operation of law or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- a. The Insider shall intimate non-implementation (full/partial) of Trading Plan to the Compliance Officer within two trading days of end of tenure of the Trading Plan with reasons thereof and supporting documents, if any;
- b. Upon receipt of information from the Insider, the Compliance Officer, shall place such information along with his recommendation to accept or reject the submissions of the Insider, before the Audit Committee in the immediate next meeting;
- c. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not;
- d. The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the stock exchanges on which the securities are listed;
- e. In case the Audit Committee does not accept the submissions made by the Insider, then the compliance officer shall take action as per this Rules.

9. **Disclosure requirements**

Initial Disclosures

Every person on appointment as a key Managerial Personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a promoter, in the format set out in **Annexure II**.

Continual Disclosures

- I. Every promoter, member of the promoter group, Designated Person on behalf of themselves and their immediate relatives and director of the Company shall disclose to the Company, in the format set out in **Annexure III**, 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.

- II. Designated Persons shall disclose Names and Permanent Account Number, or any other identifier authorized by law of the following persons to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly following information as per **Annexure IV**:

- i. Immediate Relatives
- ii. Persons with whom such Designated Person(s) shares a Material Financial Relationship
- iii. Phone numbers including mobile numbers which are used by the above persons

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

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

Disclosures by other connected persons

The Company may at its discretion require any Connected Person or class of Connected Person to make disclosures of holding and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Rules.

CODE OF FAIR DISCLOSURE OF UPSI

10. Uniform and Universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure

The Unpublished Price Sensitive Information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and by posting the same on official website of the Company i.e. www.wakefit.co. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

11. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to analysts and institutional investors

- i. The Company shall disclose any information relating to the business activities of the Company to analysts and institutional promptly through any of the following persons (hereinafter individually referred to as “Authorized Persons”)
 - a. Chief Executive Officer (CEO),

- b. Executive Directors,
 - c. Chief Investor Relations Officer (CIRO),
 - d. Chief Financial Officer (CFO);
 - e. Compliance Officer in consultation with CEO, Executive Directors, CIRO & CFO ;
 - f. Any other person authorized by the Board in this behalf
- ii. The following guidelines shall be followed while dealing with the disclosure or dissemination of Unpublished Price Sensitive Information with analysts, media persons and institutional investors:
 - a. Only public information to be provided.
 - b. Company representative(s) be present at meetings with analysts, media persons and institutional investors.
 - c. Unanticipated questions may be taken on notice and a considered inter response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
 - d. Simultaneous release of information after every such meeting.
- iii. Where disclosure of Unpublished Price Sensitive Information is required to be made to any person in the course of a transaction, such disclosure shall be made on a “need to know” basis. Any such disclosure shall be made in accordance with the SEBI PIT Regulations.
- iv. All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -
 - a. Sharing of information: The Directors, officers and employees of the Company, shall provide only public information to analysts and institutional investors. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Authorized Persons in advance. The Authorized Persons shall, in such cases, ensure that that the information provided to the analyst or institutional investor as above is made public simultaneously with such disclosure.
 - b. The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.
 - c. Unanticipated questions may be noted, and a considered response given later. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, a public announcement should be made before responding to the same.
- v. Recording of discussion:

All analyst or institutional investor meetings shall be attended by the authorized persons, and any another senior employee of the Company if required. The authorized persons shall, in order to avoid misquoting or misrepresentation, arrange for recording the discussions at the meeting.
- vi. Disclosure of UPSI to Stock Exchange
 - a. Unpublished Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.

- b. Disclosure /dissemination of any UPSI shall, unless otherwise stated under the SEBI Regulations, be done promptly by the Authorized Persons, to the Stock Exchanges and posted on the website of the Company and/or otherwise be made generally available.
- c. The Authorized Person shall ensure 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.
- d. The Authorized Person shall ensure uniform and universal dissemination / disclosure so as to avoid selective disclosure.
- e. No UPSI shall be shared with any person unless the information is made generally available i.e. only public information can be shared.
- f. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's website.

Need to know basis

The Authorized Persons shall ensure handling of all Unpublished Price Sensitive Information on a need-to-know basis.

12. Responding to Market Rumours

- a. The Authorized Person shall give an appropriate, fair and prompt response to the queries on news report or requests for verification of market rumours by regulatory authorities.
- b. As and when necessary, the Authorized Person shall make appropriate public announcement with respect to market rumours.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

13. Determination of Legitimate Purpose

- i. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of Securities of the Company.
- ii. Any person in receipt of Unpublished Price Sensitive Information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given by the Designated Person and employee sharing the UPSI to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with SEBI PIT Regulations and not to trade in securities of the Company when in possession of Unpublished Price Sensitive Information and for the said purpose the Company shall execute agreement with such insider(s).
- iii. The insider sharing the Unpublished Price Sensitive Information to others in furtherance of legitimate purposes, performance of duties or discharge of legal obligation and in ordinary course of business shall enter the following information on the digital database maintained by the Company pursuant to provisions of Regulation 3(5) of the SEBI PIT Regulations, as amended:
 - a. Name of the Person sharing the information along with employee number.
 - b. Brief description of the nature of information shared.

- c. Purpose of sharing the information.
 - d. Name, designation and organization of the Person to whom the information is shared.
 - e. PAN or any other identifier authorized by law of the Person to whom the information is shared.
 - f. Date and time of sharing the information.
- iv. The Designated Persons and Employees, sharing UPSI in furtherance of legitimate purposes, shall issue a due notice or enter into a confidentiality / non-disclosure agreement with such insider to maintain confidentiality of the UPSI in compliance with these Rules and the SEBI Regulations

13.1 Digital Database

A structured digital database shall be maintained containing the nature of Unpublished Price Sensitive Information and the names of such persons or entities with whom information is shared or who has shared such information 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 on the servers managed by the Company with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This digital database should be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

14. SDD Tab on JumpCloud

The text of these Rules, FAQs and SEBI Regulations are available on the ‘SDD Tab’ on the Company portal “JUMPCLOUD”.

All the information and all the disclosures required to be made under the Rules, are to be submitted through electronic mode on the ‘SDD tab’. Members may refer to the user guide available on the portal for furnishing information on the portal. In case a member faces any technical difficulty which obstructs his filing through the portal, he may reach out to the Insider Team at pit.disclosure@wakefit.co and ensure submission of the same through physical mode.

For any clarifications or queries, Designated Persons/employees may contact the Compliance Officer or the Team Insider at pit.disclosure@wakefit.co.

15. Penalty for contravention of the Rules

- i. Every Insider shall be individually responsible for complying with the provisions of this Rules (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).

- ii. Designated Person and their immediate relatives who trades in securities or communicates any information for trading in securities, in contravention of this Rules may be penalised and appropriate action may be taken by the Company.
- iii. Designated Person and who violates the Rules shall also be subject to disciplinary action by the Company, as provided below:

Sanctions Framework for Consequence Management

- i. Verbal or Written warning;
- ii. Organizing training sessions for other employees and Insiders;
- iii. Internal Action, e.g. freeze on increment/promotion, change in role, job level, ineligibility for future participation in the Company's ESOP Scheme;
- iv. Monetary penalty as may be deemed appropriate by the Committee depending on the severity of each case. The penalty will be deposited in Investors Protection Fund
- v. Suspension or Employment Termination
- vi. Any other action(s) as may be imposed by the Audit Committee/Board.

Categorization of Breaches	Suggested Sanctions
Technical Breach <ul style="list-style-type: none"> Trading without pre-clearance or violation of conditional pre-clearance ; Executing transaction after expiry of 7 days from date of pre-clearance; Non-reporting of completion of transaction after pre-clearance; Mis-reporting/Non-reporting of information required under the Rules; Non-submission of forms and disclosures as required under the Rules; Non-compliance/delay in compliance with the remedial actions as may be imposed by the Committee 	Any action from (i) to (iv) or (vi) above or a combination thereof, as may be decided by the Committee depending on the severity of each case.
Substantial Breach <ul style="list-style-type: none"> Trading for profiteering in Securities of the Company during restricted period; Dealing in Derivatives on the basis of price sensitive information; Dealing in securities on the basis of price sensitive Information; Passing on price sensitive information or making recommendations directly or indirectly for dealing in securities on the basis of such information Sharing/ Leak of UPSI 	Any action from (iii) to (v) or (vi) above or a combination thereof, as may be decided by the Committee depending on the severity of each case.

Sanctions mentioned above are not mutually exclusive and more than one can be applied in any situation. Also these sanctions are in addition to any action as prescribed under Insider Trading Regulations.

Any violation of SEBI PIT Regulations including this Rules, shall be promptly reported by the Company to Stock exchange(s) where the concerned securities are traded in such form and manner as may be specified by the SEBI from time to time.

- iv. The Company shall have the authority to issue a warning letter and/or impose monetary fines in the event of any violation of these provisions. The nature and extent of such disciplinary action shall be determined having regard to the seriousness of the violation. Any monetary amount so collected by the Company pursuant to the imposition of fines shall be remitted to the Securities and Exchange Board of India (“SEBI”) for credit to the **Investor Protection and Education Fund (IPEF)** established and administered by SEBI under the provisions of the *SEBI Act, 1992*.
- v. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI PIT Regulations, which includes profits from such trade shall be liable for a transfer to the credit to the Investor Protection and Education Fund administered by SEBI.

It is the responsibility of every Insider, Designated Person and their immediate relatives, Connected Person to whom the Rules is applicable, to follow and comply with the provisions of the Rules. When in doubt, the Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Rules or other related applicable Regulations issued by Securities and Exchange Board of India.

16. Review and Amendment

The Board reserves the right to amend or modify the Rules in whole or in part, at any time without assigning any reason whatsoever. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Rules, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.



Annexure I

APPLICATION FOR PRE-CLEARANCE OF TRADE

Date:

To,

The Compliance Officer,

Wakefit Innovations Limited

Dear Sir/Ma'am,

I, Shri / Smt. _____, in the capacity of a Designated Person of the Company request you to kindly permit me / my spouse / my children (singly / jointly)/ parent

/ persons for whom I take share trading decisions referred to as immediate relatives/ us to, Purchase the below mentioned securities of the Company.

S. No.	Particulars	Particulars
1.	Name of the Applicant	
2.	Designation, Department & Employee Code	
3.	PAN of applicant/immediate relative	
4.	Contact Number of Applicant / Immediate Relative(s)	
5.	Email id of Applicant / Immediate Relative(s)	
6.	DP ID-Client Id & Details of Depository	
7.	Name(s) of Account Holder(s)	
8.	Is the trade is proposed to be effected in the name of any Immediate Relative, jointly/ singly. If yes, name of the Immediate Relative(s) and relationship of such Immediate Relative(s), if applicable	
9.	Relation with Designated Person	
10.	No. of Securities held (including those held by Immediate Relatives) before proposed transaction:	
11.	Nature of proposed transaction (Purchase / sale/other)	
12.	No. of Securities to be traded (including by Immediate Relatives):	
13.	Estimated value of Securities to be dealt in proposed transaction (including by Immediate Relatives):	
14.	Total number of Securities held after acquisition / sale/other dealing by the Applicant / Immediate Relative(s)	

15.	Whether proposed transactions will be through stock exchange or through off market deal	
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I confirm that:

- I do not have any access or have not received "Price Sensitive Information" up to the time of undertaking.
- In case I get access to or receive "Price Sensitive Information" after undertaking but before the execution of the transaction, I shall inform the Compliance officer of the change in his position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- I have not contravened the provisions of the Code of conduct for prevention of Insider Trading Rules as framed by the Company.
- If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.
- I undertake to submit the trading report within two days of execution of the transaction or a 'Nil' report if the transaction is not undertaken.
- All information given above is true to the best of my knowledge and belief.

You are requested to pre-clear the above transaction.

Name:

Designation:

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Annexure II
SEBI (Prohibition of Insider Trading) Regulations, 2015 [Initial disclosure]

To,
The Compliance Officer,
Wakefit Innovations Limited
Dear Sir/Madam,

1. Disclosure of information of Designated Persons

Name	Pan	Phone Number/Mobile No(s)	Designation	Department	DP ID/Client ID	Security/(ies) Held

2. Disclosure of information of Immediate Relatives of Designated Persons

Name	Permanent Account Number / Other ID	Phone Numbers/Mobile Number	Relationship with the Designated Persons	DP ID/Client ID	Security/(ies) Held

3. Names of Educational Institutions from where I have studied

Name of the Institution	Place	Qualification	Date From	Date To

4. Details of Past Employers of Designated Person

Name of the Company	Designation	Date From	Date To

5. Disclosure of information with whom Designated Persons shares a Material Financial Relationship

Name	Permanent Account Number / Other ID	Phone Number	Mobile Number	Date of Declaration	Date Ceased



I declare that the above information is true and correct to the best of my knowledge and belief. Note:

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

Name :

Designation:

Date:

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Annexure III

FORM C

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

Name of the Company: Wakefit Innovations Limited

ISIN of Company:

Details of change in holding of Securities of Promoter, Employee or Director of the Company and other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/Directors / Immediate Relative to/others. etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment / advice / acquisition / disposal of shares specify		Date of intimation to Company	Mode of acquisition / disposal (on market/public / rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements, Etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/ Invocation/Others- Please specify)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements, Etc.)	No. and % of Shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges



Details of trading in derivatives of the Company by Promoter, Employee or Director of the Company and other such persons as mentioned in Regulation 6(2):

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value in Rupee terms	Number of units (contracts * lot size)	Notional Value in Rupee terms	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

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

Date:
Place:

Signature:
Name & Employee Code:

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Annexure IV

Annual disclosure to the Company by Designated Persons

To,
The Compliance Officer
Wakefit Innovations Limited
Dear Sir/Madam,

1. Disclosure of information of Designated Persons

Name	Pan	Phone Number/Mobile No(s)	Designation	Department	DP ID/Client ID	Security/(ies) Held

2. Disclosure of information of Immediate Relatives of Designated Persons

Name	Permanent Account Number / Other ID	Phone Numbers/ Mobile Number	Relationship with the Designated Persons	DP ID/Client ID	Security/(ies) Held

3. Disclosure of information with whom Designated Persons shares a Material Financial Relationship

Name	Permanent Account Number / Other ID	Phone Number	Mobile Number	Date of Declaration	Date Ceased

I declare that the above information is true and correct to the best of my knowledge and belief. Note:

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

Name :

Designation:

Date:

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Annexure V
Application for waiver of minimum holding period

To,
The Compliance Officer

With reference to above, I wish to inform you that I had sold _____ Equity Shares of the Company on _____, the details are as mentioned below:

1.	No. of Equity Shares	
2.	Folio / DP Id. No. and Client Id No.	
3.	Date of purchase	
4.	From whom purchased	
5.	Existing total holding	
6.	Quantity for selling	
7.	Reason for early selling	
8.	Price for which proposed to sale	
9.	Mode of transaction - private / open	

I understand that as provisions of the code of conduct to regulate, monitor and report trading in securities by designated persons and immediate relatives of designated persons and code of practice and procedures for fair disclosures of Unpublished Price Sensitive Information of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, I need to hold this investment for a minimum period of six months, but, due to reason as mentioned above, I need to sale the same before prescribed period.

You are requested kindly to give your permission to sale aforesaid Securities as requested.

Name:

Designation:

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Annexure VI
DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Wakefit Innovations Limited (“Company”)

I hereby inform that I

- i) have not bought / sold/ subscribed any securities of the Company
ii) have bought/sold/subscribed to securities as mentioned below on (date) (strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID / ClientID / Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company’s Rules and/or applicable laws/regulations have been contravened for effecting the above said Transactions(s).

Signature:

Name:

Date:

--- This is system generated form and hence, no signature required ---
