

# **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**

## **NESCO LIMITED**

Approved on : 03 November 2015  
First Revision on : 14 February 2019  
Second Revision on : 10 November 2022

## Introduction

1. This Code of Conduct is called "NESCO LIMITED – Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" (hereinafter referred to as 'the Nesco Code' or 'the Code').
2. The Nesco Code will apply to Designated Persons.

## Objective

The Nesco Code has been formulated to regulate, monitor and report trading undertaken by Designated Persons of Nesco Limited covered under the Nesco Code and towards achieving compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time. This Code of Conduct also incorporates the minimum standards as set out in Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The objective of Nesco Code is to ensure protection of Unpublished Price-Sensitive Information of Nesco Limited and serve as a guideline to Designated Persons covered by Nesco Code for dealing in Securities of Nesco Limited. In addition to setting out the policy of the Company, it provides an understanding of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time and any other applicable law in relation to prevention of Insider Trading. The Nesco Code is subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of the Nesco Code and applicable law, the applicable law shall prevail.

## Definitions

- 3.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 3.2 "Companies Act" means the Companies Act, 2013.
- 3.3 "Company" means Nesco Limited.
- 3.4 "Compliance Officer" means Company Secretary and in case the Company does not have Company Secretary, such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 3.5 "Concerned Advisers/ Consultants /Retainers" of the Company means such Advisers/ Consultants/ Retainers/ Professionals who in the opinion of the Company, may have access to price sensitive information.
- 3.6 "Connected Person" includes
  - i. A director of the Company;
  - ii. A Key Managerial Personnel of the Company;

- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual or fiduciary or employment relationship at any time in the six month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, (a) allowed access to UPSI or (b) reasonably expected to be allowed access to UPSI;
- v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, (a) allowed access to UPSI or (b) reasonably expected to be allowed access to UPSI;
- vi. An employee of the company who has access to UPSI or is reasonably expected to have access to UPSI;
- vii. Any person who has a professional or business relationship and that relationship that, directly or indirectly, (a) allows access to UPSI or (b) is reasonably expected to allow access to UPSI;

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI –

- a. An Immediate Relative of Connected Persons;
- b. A holding company or associate company or subsidiary Company;
- c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
- d. An investment company, trustee company, asset management company or an employee or director thereof;
- e. An official of a stock exchange or of clearing house or corporation;
- 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;
- 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;
- h. An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
- i. A banker of the Company;
- j. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten percent of the holding or interest.

- 3.7 "Designated Persons" shall have the same meaning as provided in the Nesco Code.
- 3.8 "Director" means a member of the Board of Directors of the Company, as appointed from time to time;
- 3.9 "Generally available" information means information that is accessible to the public on a non-discriminatory basis.
- 3.10 "Immediate Relative" of a person means a spouse, or the parent, sibling or child of that person or his or her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to Trading in securities.
- 3.11 "Insider" means any person who is
- (i) a Connected Person or
  - (ii) in possession of or having access to unpublished price sensitive information.
- 3.12 "Key Managerial Personnel" shall have the meaning assigned to it under the Companies Act, 2013.
- 3.13 "Legitimate Purpose" shall include sharing of Unpublished Price Sensitive Information by a Designated Person with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; in the ordinary course of business or otherwise in furtherance of such business activities as per the Policy approved by the Board, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- 3.14 "Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of 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;
- 3.15 "Officer" shall have the meaning assigned to it under the Companies Act, 2013.
- 3.16 "Quiet Period" shall mean any period which the Compliance Officer may notify, during which Trading in Securities of the Company shall be prohibited and shall include the following:
- i. The period from the end of each quarter upto the date of announcement of quarterly results and 48 hours thereafter;
  - ii. The period from the end of March quarter upto the date of announcement of the annual financial results and 48 hours thereafter;
  - iii. Any other period during which trading shall be closed when the Compliance Officer determines that a Designated Person or class of persons can reasonably expected to be in possession of Unpublished Price Sensitive Information. The Quiet Period shall be reopened after making the said Unpublished Price Sensitive Information, Generally Available Information.

- 3.17 "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 3.18 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of mutual fund.
- 3.19 "Specified Persons" means and includes the Directors, Designated Employees, Concerned Advisers/Consultants/Retainers of the Company and their immediate relatives.
- 3.20 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 3.21 "Trading Day" means a day on which the recognized stock exchanges are open for trading.
- 3.22 "Trading Window" means a period for trading in Company's Securities by the Directors, the Designated Employees, the Advisers/ Consultants/ Retainers and their immediate relatives.
- 3.23 "Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
  - (ii) dividends (both interim and final);
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisition, delisting, disposal and expansion of business and such other transaction;
  - (v) changes in the Board of Directors or Key Managerial Personnel; and
  - (vi) material events in accordance with the listing agreement;
  - (vii) Any other information likely to materially impact share prices.

All other words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

### **Responsibility of Board of Directors under this Code**

As per Regulation 9(1) of the Insider Trading Regulations, the Board shall ensure that the Company at all times has in place this Code to regulate, monitor and report trading by Designated Persons and Immediate Relatives of such Designated Persons.

The Board shall be responsible for monitoring the overall compliance to the Insider Trading Regulations. In accordance with the Insider Trading Regulations, the Board shall inter-alia ensure the following:

1. In consultation with the Compliance Officer and Chief Financial Officer, specify the Designated Persons to be covered by this Code based on their functional role or access to Unpublished Price Sensitive Information in addition to seniority and professional designation;
2. That the Company maintains the Digital Database in conformity with the Insider Trading Regulations;
3. Formulate and review periodically the Fair Disclosure Code including the Policy for determination of "legitimate purpose"; and
4. Formulate and review periodically, the Policy and Procedure for Inquiry in the Event of Leak or Suspected Leak of Unpublished Price Sensitive Information.

### **Compliance Officer**

1. The Compliance Officer shall mean a Company Secretary and in case Company does not have Company Secretary, such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance, for the purpose of the Nesco Code and shall report to the Board.
2. In case of temporary absence of the Compliance Officer, the Chief Financial Officer shall act as the Compliance Officer or shall appoint such other senior officer as the Compliance Officer as he may deem fit.
3. The Compliance Officer shall review the trading plans to assess whether such plans would have any potential for violation of the Insider Trading 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 such plans.
4. The Compliance Officer may require the Designated Persons to declare that such person is not in possession of unpublished price sensitive information or that such person shall ensure that any unpublished price sensitive information in his possession becomes generally available before such person commences executing their trades. Once satisfied, the Compliance Officer may approve the trading plan, which would then have to be implemented in accordance with the Insider Trading Regulations.
5. The Compliance Officer shall provide periodic reports to the Chairman of the Audit Committee and the Board of the Company, including all the details of the Trading in Securities of the Company by Designated Persons and the accompanying documents, as may be necessary. Such reports shall also include details that would facilitate the Audit Committee and the Board to review compliance with Insider Trading Regulations and enable them to verify that the systems for internal control are adequate and operating effectively.

6. The Compliance Officer shall inter-alia, under the overall supervision and direction of the Board:
  - (a) determine in consultation with the Chief Financial Officer, the Designated Persons based on the role and function of such employee in the Company and the access that such role and function would provide to Unpublished Price Sensitive Information;
  - (b) update, maintain and monitor the Digital Database containing the details of Designated Persons and Insiders with whom any Unpublished Price Sensitive Information has been shared or who may have access to any Unpublished Price Sensitive Information of the Company, in the ordinary course of business and for Legitimate Purpose or in relation to substantial transactions involving takeovers, mergers or acquisitions or any other purpose in accordance with this Code;
  - (c) give notice to Insiders with whom Unpublished Price Sensitive Information has been shared for Legitimate Purpose;
  - (d) assist the Managing Director to put in place adequate and effective system of internal controls to ensure compliance with the requirements of Regulation 9A of the Insider Trading Regulations; and
  - (e) assist the formulation and monitor the policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.
7. The Compliance Officer will assist the Designated Persons and Insiders in addressing any clarifications regarding the Insider Trading Regulations and Nesco Code.
8. The Compliance Officer shall maintain all records under the Nesco Code and the Insider Trading Regulations for a minimum period of five (5) years.
9. The Compliance Officer shall in consultation with the Board inform the Stock Exchanges of any violation of the Insider Trading Regulations or the Nesco Code in such form and such manner as may be specified by SEBI from time to time.
10. The Compliance Officer in consultation with the Chairman of the Audit Committee shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code and ensuring compliance with the Insider Trading Regulations.
11. The Compliance Officer may engage external consultants, advisors or experts for putting in place an IT-enabled software or system to automate the compliances under this Code including seeking disclosures and undertakings from Designated Persons and Insiders, sending intimations to such persons regarding Closure of Trading Window, etc.

### **Designated Persons**

1. Designated Persons shall be identified by the Compliance Officer in consultation with the Board, basis their role and function and the access that such role and function would provide Unpublished Price Sensitive Information of the Company in addition to seniority and professional designation shall be governed by the Nesco Code.
2. The term “Designated Persons” will mean and include:

- (i) All the Directors of the Company;
- (ii) Promoters and members of Promoter Group;
- (iii) Key Managerial Personnel (as defined in accordance with the Companies Act ,2013 and applicable accounting standards) of the Company;
- (iv) All employees of the 'Finance', 'Accounts', 'Audit', 'Taxation', 'Legal and Secretarial', 'Corporate Communication' functions of Corporate Finance, irrespective of their grade;
- (v) Employees of such other functions of the Company who are in possession or likely to be in possession of Unpublished Price Sensitive Information;
- (vi) Directors, chief executives, and employees up to 2 (two) levels below the Managing Director of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI.
- (vii) Personal assistants, if any, of persons referred in (i) and from (iii) to (vi) above;
- (viii) Any other employees as may be designated/ notified by the Compliance Officer in consultation with the Board from time to time, who may be considered to be in possession of Unpublished Price Sensitive Information; and
- (ix) Immediate Relatives of persons specified in (i) to (viii) above.

Note: All the obligations/responsibilities with respect to Immediate Relatives as specified in (ix) above, shall devolve upon persons specified in (i) to (viii) above.

- 3. The Compliance Officer may, in consultation with the Chief Financial Officer, determine and include such other persons, including their Immediate Relatives, from time to time to whom the Nesco Code may apply..
- 4. Designated Persons shall disclose names and PAN or any other identifier authorized under law of the following persons to the Company on an annual basis and as and when the information changes:
  - (i) Immediate Relatives;
  - (ii) Persons with whom such Designated Person(s) shares a Material Financial Relationship; and
  - (iii) Phone and mobile numbers which are used by them.

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

### **Prohibition on communication or Procurement of Unpublished Price Sensitive Information**

- 1. All Designated Persons, Fiduciaries and Insiders must:
  - a. maintain confidentiality of all Unpublished Price Sensitive Information;
  - b. not communicate, provide or allow access to any Unpublished Price Sensitive Information to any person including other Insiders except where such communication is in furtherance of



Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code;

- c. not procure from or cause the communication by any Insiders and their Immediate Relatives of any Unpublished Price Sensitive Information except in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code; and
  - d. not pass on such information to any person directly or indirectly by way of making a recommendation for the Trading of Securities of the Company based on the same.
2. All information within the Company must be handled strictly, on a '**need to know**' basis. Any Unpublished Price Sensitive Information should be disclosed only for the furtherance of a Legitimate Purpose as per the policy approved by the Board, to discharge their duties and legal obligations and whose possession of such information will not give rise to a conflict of interest or misuse of information.
  3. Any person in receipt of or in possession of Unpublished Price Sensitive Information pursuant to the aforesaid shall be considered an "Insider" for purpose of the Nesco Code and due notice as per format prescribed under this Code shall be given to such persons, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Insider Trading Regulations and this Code.
  4. Prior to sharing any Unpublished Price Sensitive Information, a confidentiality agreement shall be entered into with such Insider and the Insider shall provide its details, details pertaining to its employees, agents or representatives who are likely to have access to the said Unpublished Price Sensitive Information which shall include name, designation, address, Permanent Account Number ("PAN") or any other identifier authorised by law where PAN is not available in the format prescribed under this Code. The said details shall be updated by the Compliance Officer in the Digital Database.
  5. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
    - a. entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") where the Board is of informed opinion that sharing of such information is in the best interests of the Company;
    - b. not attract the obligation to make an open offer under the SEBI Takeover Regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made Generally Available Information at least 2 (two) Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

For purposes of this clause, the Board shall require the parties to such transaction 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 and shall not otherwise trade in Securities of the Company when in possession of such Unpublished Price Sensitive Information.

6. All Unpublished Price Sensitive Information directly or indirectly received by any Designated Person should be reported to the Compliance Officer immediately.
7. Chinese wall procedures ("**Chinese Walls**") shall be used to manage confidential information and prevent the inadvertent spread and misuse of price sensitive information. Areas of the Company which routinely have access to confidential information including UPSI, shall be considered as 'inside areas', and, areas who do not have access to such information, shall be considered as 'public areas'.

The Chinese Walls established by the Company shall operate as a barrier to the passing of confidential information, including Unpublished Price Sensitive Information and other confidential information. As per the said procedures:

- a. The promoters, directors and employees of the Company in the 'insider areas' shall not communicate any UPSI to anyone in the 'public areas';
- c. The establishment of Chinese Walls shall not be intended to suggest that Unpublished Price Sensitive Information can circulate freely within 'inside areas'. The "**need-to-know**" principle shall be fully in effect within 'insider areas'. In exceptional circumstances, employees from the 'public areas' may be allowed to 'cross the wall' and given Unpublished Price Sensitive Information by following the 'need-to-know' principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing.
- d. Chinese Walls shall be set up and implemented in the manner set out by Compliance Officer from time to time.

### **Restriction on trading in securities**

1. All Designated Persons will be subject to certain Trading restrictions:

#### **a. Trading Restrictions during Quiet Period:**

- i. Designated Persons are prohibited to Trade in Securities of the Company during the Quiet Period. The Compliance Officer shall communicate the Quiet Period to all Designated Persons through email or physical copies or any other prescribed mode. Irrespective of whether such communication has been received or not, Designated Persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the Trading Window before undertaking any Trades in the Securities of the Company. Ignorance of the closure of the Trading Window or non-receipt of communication of closure of Trading Window shall not justify any Trades undertaken by Designated Persons during Quiet Period.
- ii. Every Designated Person should advise his/ her Immediate Relatives of the Quiet Period during which Trading in the Securities of the Company is prohibited.
- iii. Subject to the provisions of this Code and Insider Trading Regulations, the Trading window restrictions shall not apply in respect of:
  - a) Trades specified in clause (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulations 4 of the Insider Trading Regulations and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer;

- b) Exercise of stock options by a Participant and consequent acquisition of Securities which may have vested in such Participant. However, this exception shall not be applicable to Trading in Securities (with respect to the Securities acquired), even if the same is offered by the Company at the time of exercise as a part of the employee stock option plan;
- c) Trades which are undertaken in accordance with respective Regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

**b. Trading Restrictions otherwise:**

- i. Designated Persons shall not Trade in Securities of the Company while in possession of Unpublished Price Sensitive Information. If such persons have traded in Securities of the Company when in possession of Unpublished Price Sensitive Information, their Trades would be presumed to have been motivated by the knowledge and awareness of such information in their possession. However, a Designated Person may prove his innocence by demonstrating the circumstances including as provided in Regulation 4 of the Insider Trading Regulations to be read with the format(s) for pre – clearance and declaration cum undertaking(s).
- ii. When the Trading Window is open, Trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.
- iii. For the avoidance of doubt, it is clarified that during the Quiet Period, no Designated Person is permitted to apply for pre-clearance of any proposed Trade.
- iv. Designated Persons, other than Promoters, members of Promoter Group, Directors, Key Managerial Persons and their Immediate Relatives, when not in possession of Unpublished Price Sensitive Information and when the Trading Window is open, can undertake Trading in Securities upto a value of Rs. 1,00,000 (Rupees One Lakh Only) in one financial year, without seeking pre-clearance of the Compliance Officer. However, all other restrictions and requirement of making necessary disclosures under this Code will continue to apply for such Trades.
- v. Designated Persons who trade in Securities of the Company, will not undertake a contra/ opposite trade during 6 (six) consecutive months following the prior trade. However, these provisions shall not be applicable to trades executed pursuant to an approved Trading Plan. Subject to the Insider Trading Regulations, the Compliance Officer may relax the 6 (six) months contra-trade restriction in cases where the sale is necessitated by personal emergency after recording reasons in writing in this regard. An application in writing in this regard will need to be made to the Compliance Officer.
- vi. The above-referred restriction on contra trade shall not apply in case of: (i) acquisition of Shares by Participants pursuant to exercise of stock option; and (ii) pledge/ sale of Securities acquired pursuant to exercise of stock options, but only during open Trading window after obtaining necessary pre-clearance for such action and provided that all other provisions/restrictions of this Code and the Insider Trading Regulations are duly complied with, including on non-possession of UPSI.

- vii. Trading in derivatives pertaining Securities of the Company by Designated Persons, other than Directors, Promoter, members of Promoter Group, Key Managerial Persons and their Immediate Relatives, shall be subject to all restrictions under this Code. Designated Persons dealing in derivatives pertaining to Securities of the Company shall make necessary disclosures under this Code. It is clarified that the Promoter, members of Promoter Group, Key Managerial Persons, Directors and their Immediate Relatives shall not deal in derivatives pertaining to the Securities of the Company.
- viii. In case, the Designated Persons deal in any Securities of the Company through his/her portfolio manager/ investment manager, the same shall be disclosed to the Compliance Officer and restrictions relating to Trading in Securities of the Company under this Code will also apply to the trading in securities of the company through his/her portfolio manager/ investment manager.

### **Disclosures / Reporting requirements for trading in securities**

- a. Continual Disclosures: Every Promoter, member of the Promoter Group, Director and Designated Person of the Company shall disclose to the Company, the number of Securities acquired or disposed off, if the value of the Securities Traded, whether in one transaction or a series of transactions over any financial quarter, aggregates to Traded value in excess of Rs. 10,00,000 (Indian Rupees ten lakh) or such other limit as may be prescribed under the Insider Trading Regulations, within 2 (two) Trading Days of such Trade.

The Compliance Officer shall notify the particulars of such trading to the Stock Exchanges within 2 (two) Trading Days of receipt of such disclosures or from becoming aware of such information. It is hereby clarified that the disclosure of the incremental Trades after any disclosure under this clause, shall be made when the Trades effected after the prior disclosure cross the limits specified above.

- b. Initial Disclosure: Every Designated Person must disclose to the Compliance Officer the details as specified in the format prescribed under this Code and an initial undertaking in the format prescribed under this Code, within 7 (seven) days of becoming a Designated Person of the Company. Every Designated Person shall be required to disclose their name and PAN or any other identifier authorised by law for himself and his Immediate Relatives, persons with whom such a Designated Person shares a Material Financial Relationship, phone and mobile numbers which are used by them, names of educational institutions from which the Designated Persons have graduated and names of their past employers, etc. to the Company on an annual basis and as and when the information changes.
- c. Annual Disclosure: All Designated Persons must make an annual disclosure of the number of Securities held as on 31<sup>st</sup> March each year by them including details of purchase / sale of Securities during the financial year to the Compliance Officer. This disclosure must be made in the format prescribed under this Code within 30 (thirty) days from the close of each financial year, in electronic or physical form.
- d. The Compliance Officer will maintain records in either physical or electronic form, of all disclosures and declarations made by the Directors, Promoters, members of the Promoter

Group, Key Managerial Personnel and such other Designated or Connected Person for a minimum period of five years.

- e. The Compliance Officer, in addition to the above, may at his discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the company at such frequency as he may deem fit in order to monitor compliance with this Code and the Insider Trading Regulations.

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

- a. Pre-clearance of Trades shall be required to be obtained by all Designated Persons prior to Trading in Securities.
- b. Every Designated Person must make an application in the format prescribed under this Code to the respective authority for pre-clearance as mentioned below, indicating the estimated number of the Company Securities that such person intends to Trade in, mode of acquisition, and such other information as may be prescribed by the Insider Trading Regulations, amended and modified from time to time:

<b>Trading by the following persons</b>	<b>Authority for pre-clearance</b>
All Designated Persons including their Immediate Relatives (except Compliance Officer)	Compliance Officer
Compliance Officer	Chief Financial Officer

- c. Every Designated Person must sign an undertaking in the format prescribed under this Code. For the avoidance of doubt, each Designated Person shall also be required to make any other declarations and undertakings as the Compliance Officer may require on a case to case basis.
- d. Pre-clearance shall not be required for the following transactions:
  - i. trades executed pursuant to an approved Trading Plan;
  - ii. transactions pursuant to Transmission of shares in accordance with applicable law;
  - iii. transactions involving transfer of Securities from Depository Participant to another provided that the shareholder and the beneficial owner of such Securities do not change; however, Trades involving pledge and revocation of pledge of Securities will continue to require pre-clearance as per this Code; and
  - iv. transactions pursuant to merger, demerger, or any other Court Order;
  - v. Exercise of stock options by a Participant. However, Trading in Securities, with respect to the Securities so acquired (including pursuant to a cashless option provided as a part of exercise of stock options), shall not be exempted.

However, in the aforesaid cases (i to v) declaration in the form of a Completion Certificate as per the format prescribed under this Code shall be submitted to the Compliance Officer within 2 Trading days.

- e. Prior to approving any Trades, the Compliance Officer shall be entitled to seek any further declarations as he may deem fit from the applicant. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. In case the Compliance Officer is of the opinion that the proposed Trade is on basis of possession of Unpublished Price Sensitive Information or he has a reason to believe that the proposed Trade is in breach of the Nesco Code or the Insider Trading Regulations, he will not grant approval against the said pre-clearance application and shall convey the reasons.
- f. The Compliance Officer shall inform the Designated Person, of approval of the pre-clearance application in the format prescribed under this Code within 2 (two) Working Days of the receipt of the application and other necessary documents or clarifications. In the absence of the Compliance Officer, the approval / rejection will be provided by the Chief Financial Officer.
- g. All Designated Persons shall complete their Trade in respect of the Securities of the Company within 7 (seven) Trading Days from the date of approval granted by the Compliance Officer for the pre-clearance application. The details of the Trade including the total number of shares or voting rights bought or sold or traded in any manner by the Designated Person, the date on which the Trade was executed, etc., will be required to be informed forthwith, not exceeding 2 (two) Working Days from date of completion of the Trade to the Compliance Officer in the format prescribed under this Code.

If the Trade is not executed within 7 (seven) Trading Days from the date of the pre-clearance approval, the Designated Person shall inform the Compliance Officer in the format prescribed under this Code and re-submit the pre-clearance application in the prescribed format.

## Trading Plans

- a. Each Designated Person is entitled to execute Trades pursuant of a pre-determined trading plan, where such trading plan has been formulated by such Designated Persons, approved by the Compliance Officer, and has been publicly disclosed by the Company to the Stock Exchanges, 6 (six) months prior to the commencement of the Trading pursuant to the trading plan ("Trading Plan"). In accordance with the Insider Trading Regulations, provisions relating to preclearance of Trades, Quiet Period and restrictions on contra trade shall not be applicable for Trades executed pursuant to an approved Trading Plan.
- b. A Trading Plan shall be formulated by Designated Persons in compliance with the Insider Trading Regulations, including any statutory modification(s) or re-enactment(s) for the time being in force.
- c. The Compliance Officer shall approve a Trading Plan within a period of 7 (seven) Working days and shall take necessary undertakings / declarations from the applicant Designated Person presenting such a Trading Plan, as may be necessary on a case by case basis. Once approved and published in accordance with the Insider Trading Regulations, the Trading Plan shall be irrevocable, and the said Designated Person(s) shall mandatorily implement the Trades as per the Trading Plan in accordance with the provisions of the Insider Trading Regulations.

- d. The implementation of the Trading Plan shall not commence 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 commencement of the implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price sensitive Information becomes Generally Available Information. The Compliance Officer may consult with the Managing Director and / or the Audit Committee chairperson, on a case to case basis, prior to approving any Trading Plan.

### **Penalty for contravention of Code of Conduct**

Every Designated Person who (i) Trades in Securities of the Company, or (ii) communicates any information for Trading in Securities of the Company, or (iii) procures Unpublished Price Sensitive Information, in each case, in contravention of this Code; or otherwise violates this Code shall be penalized and the Company will take appropriate action.

The Chief Financial Officer and the Compliance Officer shall report such violations to the Managing Director and to the Board. The Board shall impose any further penalty or impose any other action at their discretion which may be over and above the aforesaid framework.

Any amount levied under this clause shall be remitted to the SEBI for credit to the Investor Education and Protection Fund administered by the SEBI under the Securities and Exchange Board of India Act, 1992.

The above actions will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such Designated Person(s).

### **Institutional Mechanism for Prevention of Insider Trading**

The Chief Financial Officer and Compliance Officer in consultation with the Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the Nesco Code and the Insider Trading Regulation, including ensuring inter-alia the following:

- a. Identification of employees having access to Unpublished Price Sensitive Information as Designated Persons and updation of necessary information pertaining to these Designated Persons in the Digital Database of the Company;
- b. Identification, preservation and maintenance of confidentiality of Unpublished Price Sensitive Information until it becomes Generally Available Information in accordance with the Insider Trading Regulations;
- c. Restriction on communication and procurement of Unpublished Price Sensitive Information as per this Code and the Insider Trading Regulations;
- d. Maintenance of Digital Database containing names of all Designated Persons and other persons with whom Unpublished Price Sensitive Information is shared and confidentiality agreements signed, or notices sent / served on Designated Persons or other persons with whom Unpublished Price Sensitive Information is shared for the purpose of maintaining confidentiality and abiding by their non-disclosure obligation;



- e. Compliance of this Code and Insider Trading Regulations;
- f. Periodic reporting to Audit Committee and the Board; and
- g. Any other matter required for compliance with the Insider Trading Regulations.

The Compliance Officer in consultation with the Chairman of Audit Committee shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code and ensuring compliance with the Insider Trading Regulations.

### **Protection of the Informant under the Insider Trading Regulations**

The Company shall not discharge, terminate, demote, suspend or threaten directly or indirectly or discriminate against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI, by reason of:

- (i) filing a Voluntary Information Disclosure Form;
- (ii) testifying in, participating 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 insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent such employee from cooperating with SEBI in any manner.

In the event any employee is of the view, that he is likely to be discharged, terminated, demoted or suspended, or is being threatened, or discriminated, on account of any of the events set forth in the preceding paragraph, such employee shall be permitted to notify the Compliance Officer of the same. In the event, the Compliance Officer is subject to the foregoing, the Compliance Officer shall be permitted to bring such information to the notice of SEBI.

### **Timelines for Compliance along with Prescribed Formats**

All Designated Persons shall ensure compliance with this Code and the Insider Trading Regulations. Requisite formats for compliance of the said Code along with the Formats for submission are as follows:



### Summary of Timelines and Annexures for Compliance of the Nesco Code

Sr. No.	Obligations	Time Frame	Format of Disclosure
1	Application for pre-clearance of Trades		Annexure I
2	Declaration that the Designated Persons is not in possession of UPSI.	Along with the application of pre -clearance	Annexure II
3	Letter of approval from the Compliance officer approving the Pre-clearance application	Within 2 (two) Working days of application or submission of necessary clarifications and documents	Annexure IIIA
4	Letter of rejection from the Compliance officer rejecting the Pre-clearance application	Within 2 (two) Working days of application or submission of necessary clarification and documents	Annexure IIIB
5	Disclosure on completion of the pre-cleared Trade	2 (two) Trading Days of completion of Trade	Annexure IVA
6	Reporting of decision to not Trade or failure to complete Trade after securing pre-clearance with reasons.	Within 2 (two) Working Days on completion of 7 <sup>th</sup> Trading Day from granting of preclearance	Annexure IVB
7	Initial disclosure by Promoter, member of the Promoter Group, key managerial personnel and Director in respect of Securities held such Designated Persons.	Within 7 (seven) days of being appointed as Promoter, key managerial personnel and Director	Annexure VA
8	Initial disclosure by Designated Persons other than Promoter, member of the Promoter Group, key managerial personnel and Director in respect of Securities held such Designated Persons.	Within 7 (seven) days of being appointed as Designated Person	Annexure VB
9	Execution of undertaking/confidentiality agreement by Designated Persons on being designated a "Designated Person" for new employees	Within 7 (Seven) Trading Days of becoming a Designated Person; The Compliance Officer may notify such other period as he may deem fit.	Annexure VI

10	Continual disclosure of number of Securities acquired or disposed of whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 1,00,000 (Indian Rupees One Lakh).	Within 2 (two) Trading Days of such transaction	Annexure VII
11	Annual disclosure at the end of the financial year by Designated Persons in respect of the number of Securities held by such Designated Persons.	Within 30 (thirty) days from the end of the financial year and when any change in the information	Annexure VIII
12	Disclosure of transactions by Connected Persons as identified by the Company in accordance with Reg 7(3) of Insider Trading Regulations	At such frequency as may be determined by the Compliance Officer	Annexure IX
13	Disclosure of names of educational institutions from which Designated Persons have graduated and names of their past employers.	1 (one) time basis and within seven (7) days of becoming a Designated Person	Annexure X

**Annexure I**  
**APPLICATION FOR PRE-CLEARANCE OF TRADES**

To,  
The Compliance Officer  
Nesco Limited  
Nesco Center,  
Western Express Highway,  
Goregaon (East),  
Mumbai – 400063.

Dear Sir / Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct, I \_\_\_\_\_ seek approval to purchase /sell/subscribe \_\_\_\_\_ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No./ DP ID/ Client ID No.	
5	The proposer is for (purchase/ subscription/ sold of securities)	
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off- market trade	
10	Folio No./ DP ID/ Client ID No. where the securities will be credited/debited	

I enclosed herewith the Undertaking signed by me.

\_\_\_\_\_  
Name

Signature

Date

## Annexure II

### DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To

*The Compliance Officer*

Nesco Limited

Dear Sir / Madam,

With reference to the Nesco Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, I \_\_\_\_\_ (Name), seek your approval for trading in \_\_\_\_\_ (nos.) equity shares of the Company in my name / in the name of my immediate relative / in the name of the company controlled by me / on behalf of any other person mentioned in my application dated \_\_\_\_\_ for Pre-clearance of Trade.

I, shall not enter into an opposite transaction i.e., buy/sell any shares of the Company during the next six months of purchase/sell pursuant to this application.

I hereby confirm /undertake that :

- (a) Neither me nor any of my immediate relative is in possession of unpublished price sensitive information relating to the Company.
- (b) I have no access to nor do I have any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code of Conduct upto the time of signing of this undertaking;
- (c) In the event that I have access to or receive any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code of Conduct, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and I/all my immediate relatives 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 Nesco - Code of Conduct as notified by the Company from time to time;

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

If approval is granted, I shall execute the trade within seven trading days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

\_\_\_\_\_  
Name

Signature

Date

**Annexure IIIA**  
**PRE – CLEARANCE ORDER**

Date:

To:

**Sub : Pre-clearance order for trading in the securities of the Company**

---

**Ref : Your application dated \_\_\_\_\_ for pre-clearance of transaction for trading in \_\_\_\_\_ equity shares of the Company in your name / in the name of \_\_\_\_\_ .**

Dear Sir / Madam,

With reference to your application dated \_\_\_\_\_, seeking pre-clearance of your Trade in shares of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that the aforesaid transaction will be executed **within seven (7) trading days** from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, will be made afresh.

Further the details of the Trade, as per the aforesaid application, needs to be intimated within two working days of the execution of the Trade.

You may kindly note that after the aforesaid transaction, you will not enter into an opposite transaction during the next six months from the date of the aforesaid Trade.

It is presumed that the proposed transaction is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011; Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law.

Thanking you,

Yours truly,

For **Nesco Limited**

**Compliance Officer**

**Annexure IIIB**  
**LETTER OF REJECTION**

Date:

To:

**Sub : Rejection of Pre-clearance for trading in the securities of the Company**

---

Ref : **Your application dated \_\_\_\_\_ for pre-clearance of transaction for trading in \_\_\_\_\_ equity shares of the Company in your name / in the name of \_\_\_\_\_ .**

Dear Sir / Madam,

With reference to your application dated \_\_\_\_\_, seeking pre-clearance of your Trade in shares of the Company, we hereby reject your above application on account of the following reasons:

\_\_\_\_\_

Thanking you,

Yours truly,

For **Nesco Limited**

**Compliance Officer**

**Annexure IVA**  
**CONFIRMATION OF DEAL**

To:  
The Compliance Officer  
Nesco Limited  
Goregaon (East)  
Mumbai – 400063.

**Sub: Confirmation of date on completion of transaction**

---

Dear Sir / Madam,

I hereby confirm that the transaction for trading in the equity shares of the Company for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by purchasing/selling \_\_\_\_\_ (Nos.) equity shares of the Company.

Signature:

Name:

Date:

**Annexure IVB**

**FAILURE TO COMPLETE TRADE AFTER OBTAINING PRE-CLEARANCE**

To:  
The Compliance Officer  
Nesco Limited  
Nesco Center,  
Western Express Highway,  
Goregaon (East),  
Mumbai – 400063.

**Sub: Reporting of failure to execute transaction**

---

Dear Sir/Madam,

I hereby declare that the approval for Trading in the shares of the Company for which, pre-clearance was granted on\_\_\_\_\_, was not completed within 7 (seven) trading days of receipt of the pre-clearance, due to\_\_\_\_\_.

I shall obtain fresh pre-clearance in the event I wish to execute the said trade again.

Thanking you,

Signature:

Name:

Date:



## Annexure VA

### FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

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

Name of the Company:

ISIN of the Company:

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP /Directors /immediate relative to/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Share holding
			Type of security (For eg. – Shares, Convertible Debentures, Warrants, etc.)	No.	
1	2	3	4	5	6

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

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

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

**Name**  
**Designation**  
**Date**  
**Place**

**Annexure VB**  
**DISCLOSURE ON BECOMING DESIGNATED PERSON OTHER THAN DIRECTORS,  
 PROMOTERS, AND KMPs**

To:  
 The Compliance Officer  
 Nesco Limited  
 Nesco Center,  
 Western Express Highway,  
 Goregaon (East),  
 Mumbai – 400063.

**Sub: Disclosure on becoming Designated Person other than Directors, Promoters and KMPs**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Designated Persons/immediate relative to/ others etc.)*	Date of appointment	Securities held at the time of becoming Designated Person		% of Share holding
			As on which date	No.	
1	2	3	4	5	6

*\*Note –*

1. Details of Immediate Relative shall also be disclosed here.
2. Immediate Relative: - Means a spouse of a person, and includes parents, sibling, and child of such person or of the spouse and any one who is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

Thanking you,

Yours faithfully,

\_\_\_\_\_  
 Signature  
 Name  
 Designation  
 Department  
 Date  
 Place

**Annexure VI**  
**INITIAL UNDERTAKING BY DESIGNATED PERSON**

To:  
The Compliance Officer  
Nesco Limited  
Goregaon (East)  
Mumbai – 400063.

**Dear Sir,**

**Sub: Undertaking under the Nesco Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**

---

1. I have read and understood the Nesco Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Code") and undertake to fully comply with the provisions thereof during my association with Nesco Limited ("Company").
2. I also acknowledge that the provisions of the Code form an integral part of the terms of my service/employment/engagement with the Company and any breach of the Code would result in a breach of the terms of such service/employment/engagement and I understand and agree to be subject to all the consequences of such a breach.
3. I acknowledge that in the course of my employment/engagement with the Company, I shall come across Unpublished Price Sensitive Information, which would be given to me in confidence, and I undertake that I shall not disclose any Price Sensitive Information received by me to any of my Immediate Relatives.
4. I further undertake that if I gain access to, or receive, any Price Sensitive Information I shall completely refrain from Trading in the securities of the Company till the time such information becomes generally available, in all cases in accordance with this Code.
5. In the event of any breach of the provisions of the Code by any of my Immediate Relatives, I hereby unconditionally undertake to be fully responsible for the consequences of any such breach as if such breach was mine and fully indemnify and keep the Company and its Directors from and against all or any penalties/fines/charges/costs that may be imposed or incurred by SEBI or any other statutory authorities under any Act, law or regulation.
6. All disclosures and undertakings made by me are complete and accurate in all respects and I have not withheld information that would make any of my undertakings or disclosures herein, inaccurate.
7. All capitalized terms used herein but not defined shall have the same meaning ascribed to it in the Code.

Thanking you,  
Signature:  
Name:  
Date:

## Annexure VII FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulations 7(2) read with Regulation 6(2) – Continual Disclosure]

Name of the Company:

ISIN of the Company:

*Details of the change in holding of Securities of promoter, employee or director of a Listed Company & other such persons as mentioned in Regulation 6(2).*

Name, PAN No., CIN/DIN & Address of promoter/ employee/ director with contract nos.	Category of person (promoter/ KMP/ Directors/ immediate relatives/ other etc.)	Securities held prior to Acquisition/ Disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of Allotment/ Acquisition of shares/ sale of shares specify		Date of Intimation to Company	Mode of Acquisition/ Disposal (Mkt. purchase / public rights/ Preferential offer/off market/inter se transfer etc.)
		Type of Security (for e.g. – shares, warrants, convertible Debentures etc.)	No. and % of share-holding	Type of Security (for e.g. – shares, warrant, convertible Debentures etc.)	No.	Value	Transaction type (Buy/ Sell/ Pledge/ Revoke/ Invoke)	Type of Security (for e.g. – shares, warrants, convertible Debentures etc.)	No. and % of share-holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Trading in derivatives (specify type of contract, futures or options etc.)						Exchange on which the trade was executed
Type of Con-tract	Contract specifica-tions	Buy		Sell		
		Notio-nal Value	No. of Units (contr-acts * lot size)	Notio-nal Value	No. of Units (contr-acts* lot size)	
15	16	17	18	19	20	21

Signature :

Designation:

Date:

Place:

**Annexure VIII**  
**ANNUAL DISCLOSURE OF SHAREHOLDING**

To,  
The Compliance Officer  
Nesco Limited  
Western Express Highway,  
Goregaon (East), Mumbai – 400063.

**I. DETAILS OF SHARES HELD BY DIRECTORS, DESIGNATED EMPLOYEES AND CONCERNED ADVISERS/CONSULTANTS/RETAINERS**

Name	PAN Number	Designation	Dept.	No. of Shares held on 01 April 202__	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31 March 202__	Folio No./ DPID - Client ID

**II. DETAILS OF SHARES HELD BY THE IMMEDIATE RELATIVE(S)**

Name	PAN Number	Relationship	No. of Shares held on 01 April 202__	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31 March 202__	Folio No./ DPID-Client ID

I declare that I/my immediate relatives have complied with the requirement of not entering into an opposite transaction i.e. buy/sale of shares of the Company within six months of sale/purchase of the shares of the Company.

**Note-**

- 1- Every Field is mandatory to fill and if any field is not applicable then mention "Not Applicable "in the respective field instead of leaving it blank.**
- 2- Immediate Relative: - Means a spouse of a person, and includes parents, sibling, and child of such person or of the spouse and any one who is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.**

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

Name:

Designation:

Date:

## Annexure IX FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulations 7(3) - Transactions by other connected persons as identified by the Company]

Name of the Company:

ISIN of the Company:

Name, PAN No., CIN/DIN & Address, contract nos. of other connected persons identified by the Company	Connection with the Company	Securities held prior to Acquisition/ Disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of Allotment / Date of acquisition of shares/ sale of shares specify		Date of Intimation to Company	Mode of Acquisition & Disposal (Mkt. purchase / public rights/ Preferential offer/off market/inter se transfer etc.)
		Type of Security (for e.g. – shares, warrants, convertible Debentures etc.)	No. and % of share-holding	Type of Security (for e.g. – shares, warrant, convertible Debentures etc.)	No.	Value	Transaction type (Buy/ Sell/ Pledge/ Revoke/ Invoke)	Type of Security (for e.g. – shares, warrants, convertible Debentures etc.)	No. and % of share-holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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	No. of Units (contracts * lot size)	Notional Value	No. of Units (contracts* lot size)	
15	16	17	18	19	20	21

Signature :  
Designation:  
Date:  
Place:

**Annexure X**  
**DISCLOSURE OF EDUCATIONAL INSTITUTION AND NAME OF PAST EMPLOYERS**

To:  
The Compliance Officer  
Nesco Limited  
Goregaon (East)  
Mumbai – 400063.

Dear Sir,

**Sub: Disclosure of name of Educational Institution and Name of Past Employees**

---

a.	Name	
b.	Designation	
c.	Name and Address of the Educational Institutions of Graduation and above (Including Institutions of Post Graduation / Professional Programmes / Diploma	
d.	Name and Address of Past Employer	

I, \_\_\_\_\_, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Insider Trading Regulations of the Nesco Code and as per Schedule B of the Regulations. The undersigned is being made aware that the above mentioned information will be kept strictly confidential and will not be shared except under the following circumstances:

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

Name:

Signature:

Place:

Date: