

**WATERWAYS LEISURE TOURISM LIMITED
(FORMERLY KNOWN AS WATERWAYS LEISURE TOURISM PRIVATE LIMITED)**

Confidential*



**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS IN
SECURITIES OF WATERWAYS LEISURE TOURISM LIMITED**

1. Purpose of the Code:

On January 15, 2015, the Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Insider Trading Regulations**”) replacing the two-decade old insider trading norms in India i.e., SEBI (Prohibition of Insider Trading) Regulations of 1992 (“**1992 Regulations**”). The Insider Trading Regulations were formulated with an objective of establishing a legal and institutional framework to regulate and monitor the flow of unpublished price sensitive information, as more particularly defined hereinunder (“**UPSI**”) to and from various persons. The Insider Trading Regulations were further substantially amended on December 31, 2018. The amended regulations shall be effective from April 1, 2019. The Insider Trading Regulations has been amended subsequently.

In furtherance of the requirements outlined by Regulation 9(1) of the Insider Trading Regulations, as amended, this “*Code of Conduct to Regulate, Monitor and Report Trading by Insiders in Securities of Waterways Leisure Tourism Limited*” (“**Code**”) has been formulated. The Code may be modified by the Board of Directors (“**Board**”) of Waterways Leisure Tourism Limited (“**Company**”) from time to time. This Code supersedes the Code of Conduct for Prevention of Insider Trading in shares of the Company formulated under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

The Code has been formulated to regulate, monitor and ensure reporting of trading by (i) “*designated persons*” (as defined hereinunder); and (ii) the immediate relatives of such “*designated persons*” in order to ensure compliance with the Insider Trading Regulations, including the provisions of Schedule B to the Insider Trading Regulations, as applicable and is designed to maintain the highest ethical standards of dealing in the securities of the Company. The provisions of the Code are designed to prohibit a Designated Person and his Immediate Relative(s) from trading in the Company’s Securities when in possession of unpublished Price Sensitive Information.

2. Effective date: This Code shall come into force on and from May 22, 2025.

3. Definitions:

For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

Page 1 of 22

CIN No. U63030MH2020PLC440323

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- i. **“Act”** means the Securities and Exchange Board of India Act, 1992, as amended.
- ii. **“Code” or “this Code”** shall mean this Code of Conduct to Regulate, Monitor and Reporting Trading by Insiders in Securities of Waterways Leisure Tourism Limited, as amended from time to time.
- iii. **“Compliance Officer”** means the compliance officer appointed pursuant to the Code, being the Head of the Compliance Department of the Company appointed as the Compliance Officer by the Board of Directors, and who shall be financially literate i.e. possesses the ability to read and understand basic financial statements i.e., balance sheet, profit and loss account and statement of cash flows and is capable of appreciating requirements for legal and regulatory compliance under these regulations. The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the Insider Trading Regulations under the overall supervision of the Board.
- iv. **“Connected person”** shall mean all persons covered by Regulation 2(1)(d) of the Insider Trading Regulations, and shall include any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.
- v. **“Designated Person”** shall include:
 - a. Directors of the Company;
 - b. Promoters of the Company;
 - c. The chief executive officer and employees up to two levels below the chief executive officer of the Company irrespective of their functional role in the Company or their ability to have access to UPSI;
 - d. All employees of the Board secretariat;
 - e. All employees of the managing director’s secretariat;
 - f. Any support staff of the Company who have access to UPSI as may be determined by the Compliance Officer from time to time;
 - g. Key managerial personnel appointed under Section 2(51) the Companies Act, 2013,

Page 2 of 22

CIN No. U63030MH2020PLC440323

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as amended;

- h. All executives of the Company in the cadre of senior vice presidents and above;
 - i. All employees of the risk management department;
 - j. All employees of the accounts department;
 - k. All employees of the presidents' secretariat ;
 - l. All employees of the investor relations and capital management department;
 - m. All employees of the planning & performance review department;
 - n. All employees of the strategy department; and
 - o. Such other persons as may be notified by the Board from time to time.
- vi. **“Director”** shall mean and include a member of the Board of Directors of the Company.
- vii. **“Employee(s)”** shall mean and include all employees of the Company appointed either on full time or part-time basis;
- viii. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis; “Generally Available” with respect to information shall be construed accordingly.
- ix. **“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.
- x. **“Insider”** means any person who is:
 - a. a connected person; or
 - b. in possession of or has access to UPSI.
- xi. **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- xii. **“Promoter”** means the promoter of the Company. The expression shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI ICDR”**)
- xiii. **“Promoter Group”** shall have the meaning assigned to it under the SEBI ICDR.

Page 3 of 22

CIN No. U63030MH2020PLC440323

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- xiv. **“Material Financial Relationship”** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions;
- xv. **“Securities of the Company”** or **“Company’s Securities”** shall include equity shares of the Company, or any other security of the Company.
- xvi. **“Trading in Company’s Securities”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of the Company, and *"trade"* shall be construed accordingly.
- xvii. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- xviii. **“Unpublished Price Sensitive Information”** 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 including but not restricted to, information relating to the following:
 - a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and

changes in key managerial personnel. All definitions stated and explained above shall be always construed, interpreted and deemed to be laid out in accordance with the SEBI (Prohibition of Insider Trading) Regulations 2015. In the event of the authorities prescribing any changes or modifications to the said definitions from time to time, the same shall apply to this Code irrespective of whether any change has been specifically made herein or not.

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4. Compliance Officer:

The Company shall appoint a Compliance Officer for the purpose of the Insider Trading Regulations and this Code. The Compliance Officer shall report to the Board and shall provide reports to the chairman of the audit committee of the Board (“**Audit Committee**”), on a quarterly basis.

The Compliance Officer shall be responsible for:

- (i) monitoring trades and the implementation of this Code under the overall supervision of the Board;
- (ii) compliance with policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI;
- (iii) reviewing the trading plan and assessing the potential of the plan for violating the Insider Trading Regulations;
- (iv) approving and monitoring the implementation of the plan;
- (v) notifying the trading plan to the stock exchanges where the securities of the Company are listed, upon approval of the plan;
- (vi) providing reports to the Board and the chairman of the Audit Committee on a quarterly basis on the compliance status and such other additional reports as the situations may warrant.
- (vii) Accessing the declaration received for pre-clearances in order to ascertain whether such a declaration is reasonably capable of being rendered inadequate.

The Compliance Officer shall assist the Designated Persons in addressing any clarifications regarding the Insider Trading Regulations, the Code and the Company’s Code of Corporate Disclosure Practices for Prevention of Insider Trading.

Page 5 of 22

CIN No. U63030MH2020PLC440323

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5. Preservation, communication and procurement of UPSI

No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or Securities of the Company, listed or proposed to be listed, to any person including other Insiders except where such communication is (i) in furtherance of “*legitimate purposes*”(as defined in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information); (ii) performance of duties; or (iii) discharge of legal obligations. It is hereby clarified that any person in receipt of UPSI pursuant to a “legitimate purpose” shall be deemed to be an “insider” within the meaning of the Insider Trading Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI, in compliance with the Insider Trading Regulations.

Additionally, no person shall procure from or cause the communication by any Insider of UPSI relating to the Company or Securities of the Company, listed or proposed to be listed, except in furtherance of “*legitimate purposes*”, performance of duties or discharge of legal obligations. Provided however, that UPSI may be communicated, provided, allowed access or procured in connection with a transaction that meets either of the stipulations laid down in Regulation 3(3) of the Insider Trading Regulations.

Further, Insiders shall maintain strict confidentiality of all UPSI to which they have gained access, either directly or indirectly.

The Company shall enter the details of the person or entity with whom UPSI is shared in a “*structured digital database*”, as more particularly defined in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Unpublished Price Sensitive Information is to be handled within and outside the Company strictly on a “*need to know*” basis.

All Unpublished Price Sensitive Information directly received by any employee should immediately be reported to the head of the Department, who in turn will communicate the information regarding possession of the UPSI to the Compliance Officer.

Page 6 of 22

CIN No. U63030MH2020PLC440323

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If, in the performance of duties, it becomes necessary for the Designated Person and other employee to disclose any price sensitive information to any person outside the Company, e.g., Advisors, Auditors, Consultants, Merchant Bankers, etc., the Designated Person and other employee shall ensure that the concerned Advisor, Auditor, Consultant, Merchant Bankers, etc., executes a confidentiality agreement in the prescribed format with the Company.

No Designated Person shall procure from or cause the communication by any Insider, of Unpublished Price Sensitive Information, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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

Chinese wall procedures (“**Chinese Walls**”) shall be used to manage confidential information and prevent the inadvertent spread and misuse of UPSI. In general, Chinese Walls procedures are used to separate those departments which routinely have access to UPSI (“**Insider Areas**”) from those departments who do not have such access to UPSI (“**Public Areas**”).

The following practice is designed to operate as barriers to the passing of price sensitive information and other confidential information.

The Employees in the Insider Areas are not allowed to communicate any UPSI to anyone in the Public Areas.

The establishment of Chinese Walls is not intended to suggest that price sensitive information can circulate freely within Insider 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 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.

Page 7 of 22

CIN No. U63030MH2020PLC440323

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6. Prevention of misuse of Unpublished Price Sensitive Information

6.1 Other than in accordance with the provisions of the Insider Trading Regulations, no Designated Persons or their Immediate Relative(s) shall (when in possession of UPSI), use UPSI for trading in Securities (whether listed or proposed to be listed) in any manner.

6.2 All Designated Persons and their Immediate Relative(s) shall be subject to the trading restrictions as enumerated below:

A) Trading by Insiders:

- i) No Insider shall trade in securities of the Company, whether listed or proposed to be listed on a stock exchange, when in possession of UPSI.
- ii) As an exception to the restriction on trading when in possession of UPSI, any Insider who may be perpetually in possession of UPSI may, subject to obtaining prior approval of a Trading Plan from the Compliance Officer and public disclosure thereof, commence trading on his or her behalf in the securities of the Company as per the approved Trading Plan during a period of 12 months provided that such trading plan shall
 - (a) not commence earlier than 6 months from such Trading Plan approval;
 - (b) not entail trading between twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and second trading day after disclosure of such financial results; and
 - (c) be irrevocable once approved and to be mandatorily implemented.
- iii) For trade(s) executed as per an approved Trading Plan, Pre-clearance of trades shall not be required and that Trading Window norms and restrictions on contra-trade shall not be applicable.

B) Trading by Designated Persons or Immediate Relative:

- 1. No Designated Person when in possession of any Unpublished Price Sensitive Information (UPSI) about, or in relation to the Company or any of its Listed Securities shall:
 - Trade or have dealings in the securities of the Company, either on his/her behalf or on behalf of any other person; or

Page 8 of 22

CIN No. U63030MH2020PLC440323

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- Further, Insiders shall maintain strict confidentiality of all UPSI to which they have gained access, either directly or indirectly.
-
- The Company shall enter the details of the person or entity with whom UPSI is shared in a “*structured digital database*”, as more particularly defined in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
-
- Unpublished Price Sensitive Information is to be handled within and outside the Company strictly on a “*need to know*” basis.
-
- All Unpublished Price Sensitive Information directly received by any employee should immediately be reported to the head of the Department, who in turn will communicate the information regarding possession of the UPSI to the Compliance Officer.
-
- If, in the performance of duties, it becomes necessary for the Designated Person and other employee to disclose any price sensitive information to any person outside the Company, e.g., Advisors, Auditors, Consultants, Merchant Bankers, etc., the Designated Person and other employee shall ensure that the concerned Advisor, Auditor, Consultant, Merchant Bankers, etc., executes a confidentiality agreement in the prescribed format with the Company.
-
- No Designated Person shall procure from or cause the communication by any Insider, of Unpublished Price Sensitive Information, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
-
- Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
-
- Chinese wall procedures (“**Chinese Walls**”) shall be used to manage confidential information and prevent the inadvertent spread and misuse of UPSI. In general, Chinese Walls procedures are used to separate those departments which routinely have access to UPSI (“**Insider Areas**”) from those departments who do not have such access to UPSI (“**Public Areas**”).

Page 9 of 22

CIN No. U63030MH2020PLC440323

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- The following practice is designed to operate as barriers to the passing of price sensitive information and other confidential information.
- The Employees in the Insider Areas are not allowed to communicate any UPSI to anyone in the Public Areas.
- The establishment of Chinese Walls is not intended to suggest that price sensitive information can circulate freely within Insider 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 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.

Page 10 of 22

CIN No. U63030MH2020PLC440323

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- Communicate, provide or allow access to, or counsel, directly or indirectly, any UPSI relating to the Company or any of its Listed Securities to any other person except on a need to know basis in furtherance of legitimate purposes in relation to the Company as explained in the Company's Policy for Fair Disclosure of Unpublished Price Sensitive Information.
- 2. All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or his / her Immediate Relative(s) shall trade or deal in the Listed Securities of the Company during the period when the Trading Window is closed.
- 3. Pre-clearance of any Trade(s) in the Securities of the Company by Designated Person(s) shall be required to be obtained from the Compliance Officer if such Trade(s) and/or dealing(s), in one or more tranches, in any calendar quarter exceeds an aggregated traded value of Rs 10 Lakhs ('threshold'). Any Trade(s) executed based on such pre-clearance shall be concluded within 7 (seven) trading days after the date of pre-clearance.
- 4. Every Designated Person who is permitted to Trade shall not execute (i) any derivative trades; and/or (ii) any contra-trade within a period of 6 (six) months from the original trade, i.e. Contratrade in an event of acquisition shall mean sale of such securities and vice-versa. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.
- 5. The restriction of contra-trade shall not apply in cases where the trade is pursuant to exercise of Stock Options of the Company
- 6. Trading Window Closure: Trading Window shall remain closed for trading by Designated Persons in the securities of the Company in relation to any of the ensuing events around which, or that would ordinarily give rise to, UPSI about the Company or any of its securities and such information is/are likely to materially affect the price of the securities of the Company.

Such Trading Window closure in connection with Financial Results shall commence from end of the quarter/period for which such financial result(s) are to be announced and shall continue until 48 hours after announcement of the financial results by the

Page 11 of 22

CIN No. U63030MH2020PLC440323

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Company. Trading Window closure for events other than financial results, shall commence from such date as may be determined and communicated by the Compliance Officer from time to time and shall continue until 48 hours after announcement of such event(s) to the Stock Exchanges.

No Designated Persons or their Immediate Relatives shall be involved in the Trading either in their own name or in the name of their Immediate Relatives when the Trading Window is closed.

In case of Employee Stock Option Schemes (ESOPs), exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

The trading window restriction shall not apply in case of transactions as specified under the Regulations and as may be specified by SEBI from time to time.

7. Procedure for pre clearance: An application may be made by the Designated person(s) who intends to deal or trade in the securities of the Company when not in possession of any UPSI, to the Compliance Officer in the prescribed Form given in Annexure 1 to this Code in writing or by email, indicating the estimated number of securities that the Designated persons intends to deal in and such Form Annexure I shall be accompanied by an undertaking as per the draft given in Annexure 2 executed in favour of the Company by such Designated persons;

In case of trading by the Compliance Officer, prior permission from the Managing Director and in case of the Managing Director, prior permission from the Chairperson of the Audit Committee shall be required to be obtained.

All Designated Persons shall execute their orders in respect of securities of the Company within seven trading days after the approval of pre-clearance is received and shall file the details of such transaction with the Compliance Officer within 2 (two) days of the execution of the deal as per Annexure 3. In case the transaction precleared is not undertaken, a report as per Annexure 3 shall be filed to that effect.

Page 12 of 22

CIN No. U63030MH2020PLC440323

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8. Disclosures: All the Designated Persons shall be required to make the following disclosures to the Company:

A. Personal Information: Personal information as detailed below is required to be provided by all Designated persons in the employment of the Company (or any new joinee) or in the case of every change, within 7 days from the date on which this code becomes effective or within 7 days from the date of joining/change. Such disclosure of Personal details includes the following and shall be in the format prescribed in Annexure 6:

- a) Permanent Account Number or any other identifier authorized by law for self, immediate relatives and persons with whom such designated person(s) shares a material financial relationship;
- b) Phone, mobile and cell numbers which are used by each of them;
- c) Name(s) of educational institutions from which designated persons have graduated
- d) Names of their past employers Explanation – For the above purpose, the term “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.”

B. Initial Disclosure: Every person on appointment as a Director or Key Managerial Personnel of the Company or upon becoming Promoter or Member of Promoter Group shall disclose all holdings Securities of the Company within 7 (seven) days of such appointment or becoming Promoter or member of Promoter Group. The disclosure shall be given in the format provided in Annexure 4

C. Annual Disclosure: In addition, every Designated Person and member of Promoter Group shall disclose all holdings in Securities of the Company including that of his/her Immediate Relatives as on March 31 of the relevant financial year, within 7 (seven) days in the format provided in Annexure 5.

D. Continual Disclosure:

- a) Every Promoter, member of Promoter Group, Designated Person and Director acquiring or trading in securities of the Company subsequent to the initial disclosure, shall disclose such acquisition and every subsequent Trade to the Compliance Officer within 2 (two) trading days of such acquisition or trade, in the format prescribed in the Regulations, if the

Page 13 of 22

CIN No. U63030MH2020PLC440323

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value of securities traded, whether in one transaction or a series of transactions during any calendar quarter, aggregates to traded value in excess of Rs 10 lakhs;

- b) The Compliance Officer shall notify particulars of such trading details specified in (a), to the stock exchanges on which the securities are listed, within two working days of receipt of disclosure or from becoming aware of such information.
 - c) The above disclosures shall be made in such form and such manner as may be specified by the SEBI from time to time.
- E. Off-market trades by Insider
- a) Every Insider shall disclose to the Company, off-market trades done by him/her within 2 (two) working days of such transaction in the format prescribed by SEBI.
 - b) The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days from receipt of disclosure or from becoming aware of such information.

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

6.3 Trading Window

Subject to the provisions of Regulation 4 and 5 of the Insider Trading Regulations, the Designated Persons and his/ her Immediate Relative(s) may trade in Securities only during a specific trading period (“**Trading Window**”) specified by the Company. The Trading Window shall be closed during the time the information mentioned hereunder is unpublished:

- a. financial results;
- b. dividends;
- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e. changes in key managerial personnel; and
- f. any other information as deemed fit by the Compliance Officer

Page 14 of 22

CIN No. U63030MH2020PLC440323

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Also, 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 be in possession of an UPSI.

Compliance shall announce the closure of trading window before the meeting of Board is scheduled to be held for considering the quarterly, half-yearly or yearly financial results, as the case may be, till 48 (forty-eight) hours from the time the results are communicated to the Stock Exchanges on the date of the meeting.

In other cases, the timing for closing and re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming “*generally available*” and being capable of assimilation by the market, which in any event shall not be earlier than 48 (forty-eight) hours after the relevant UPSI becomes generally available.

When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above thresholds stipulated in Clause 6.4 of this Code. No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is open.

As regards declaration of interim dividend and other matters referred to in (b) to (f) above, the managing director/chief executive officer shall, well before initiation of such activity/project, form a core team of Designated Persons and/or designated group of persons who would work on such assignment. The managing director/chief executive officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the price sensitive information regarding the activity/project is made public or the activity/project is abandoned and the Trading Window would be regarded as closed for them.

The Trading Window shall be opened 48 (Forty-eight) hours after the information referred to above is made public or the activity/project is abandoned.

The Designated Persons and their Immediate Relative(s) shall conduct all their dealing in the Company’s Securities during a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company’s Securities during the periods when Trading Window is closed or during any other period as may be specified by the Company from time

Page 15 of 22

CIN No. U63030MH2020PLC440323

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to time.

Further, Designated Persons shall not exercise options vested pursuant to an employee stock option plan, when the Trading Window will be closed. The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, Banks, consultants etc. assisting or advising the Company. Closure of Trading window would be communicated by the Designated Person /Compliance Officer to such persons as specified in the non-disclosure / confidentiality agreement entered into with them.

6.4 Pre-clearance of trades:

All Designated Person and their Immediate Relative(s) who intend to deal in the Company's Securities, when the trading window is open, should pre-clear the transactions, by making an application (including an application made on behalf of an Immediate Relative of such Insider) in the prescribed form and containing the prescribed undertaking to the Compliance Officer **(Form II)** where the aggregate value of the Company's Securities to be dealt during a calendar quarter exceed the value specified by the board of the Company. Currently, the value stipulated by the Board is Rs. 10,00,000/- (Rupees Ten Lakhs Only). It is clarified that it shall be the responsibility of the Designated Persons to obtain approvals in respect of the aforesaid transactions proposed to be entered into by their Immediate Relative(s) also. While seeking such approval, the Designated Person must give a declaration to the Compliance Officer that he / she is not in possession of any UPSI. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

All Designated Persons and their Immediate Relatives who intend to trade in Grey List Securities should pre-clear the transactions, by making an application in the prescribed form and containing the prescribed undertaking to the Compliance Officer. The Compliance Officer shall maintain a list of 'Grey List Securities' which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

The pre-cleared trade should be executed by the Designated Person or their Immediate Relative, as the case may be, within 7 (seven) Trading Days, failing which fresh pre-clearance will be required for the respective trades to be executed.

In case the Compliance Officer or any of his immediate relative(s) wish to deal in the Company's Securities, he would have to make the application in the prescribed Form to the

Page 16 of 22

CIN No. U63030MH2020PLC440323

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Managing Director of the Company who would consider the requested deal within 7 (seven) Trading Days as aforesaid. The remaining provisions of this clause, as applicable to Designated Person, would also apply to the Compliance Officer. On days when the Compliance Officer is unavailable due to leave or otherwise, the Managing Director is authorized to delegate the power to clear the pre-clearance requests to any other person in the Senior Management Cadre with such expertise as is prescribed for a Compliance Officer. The person approving such pre-clearance requests shall submit a report of the clearances issued by him to the Compliance Officer, on his return.

It is hereby clarified that pre-clearance of a proposed trade in accordance with the Insider Trading Regulations shall not be required in case such trade is being undertaken pursuant to an approved Trading Plan.

7. Other restrictions:

Subject to applicable law, the Designated Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, any number of the Securities of the Company (“**Contra Trade**”). This restriction would apply to exercise of options (i.e. a Designated Person cannot exercise options for a period of six months post sale of shares and vice versa).

The Compliance Officer can grant relaxation from strict application of the above restriction after obtaining prior approval of the Board in this regard provided that such relaxation does not violate the Insider Trading Regulations. It may, however, be noted that in terms of the Insider Trading Regulations, no such purchase/ sale will be permitted when the Trading Window is closed.

Inadvertently or otherwise, if any trade is executed in violation of the Contra Trade restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

The trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

Page 17 of 22

CIN No. U63030MH2020PLC440323

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8. Trading Plans:

Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

The Trading Plan shall:

- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan.
- (ii) not entail or overlap of any period for which another trading plan is already in existence.
- (iii) set out either the value of trades to be effected or the number of Securities of the Company to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected, and
- (iv) not entail trading in Securities of the Company for market abuse.

The Trading Plan once approved shall be irrevocable and the Designated Employee shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade in the securities outside the scope of the Trading Plan. Such Designated Person who opts for trading plan route shall not be allowed to trade through the Pre-clearance Route during currency / pendency of a Trading Plan Provided that the implementation of the Trading Plan shall not be commenced if any UPSI is in possession of the Designated Employee at the time of formulation of the Trading Plan has not become Generally Available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement shall be deferred until such UPSI becomes Generally Available to the public so as to avoid a violation of Regulation 4(1) of the Regulations. Further, the Designated Employee shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Page 18 of 22

CIN No. U63030MH2020PLC440323

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9. Reporting Requirements for transactions in securities:

The disclosures are required to be made by every promoter, member of the Promoter Group, key managerial personnel, Director, the Designated Persons, their Immediate Relatives and by any other person for whom such person is taking trading decisions. In addition to the disclosures specified by the Regulations under Clause 7, the Designated Persons shall also be obliged to provide the following disclosures

Initial Disclosures:

- a. Every person on appointment as key managerial personnel or a director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose (in prescribed format) his holding of Securities of the Company as on the date of such appointment or becoming a Promoter or member of the Promoter Group, to the Company within seven (7) days of such appointment or on becoming a Promoter or member of the Promoter Group.

Continual Disclosures:

- a. Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.
- b. The Company shall notify the particulars of such Trading to the stock exchanges on which the securities are listed within two Trading Days of receipt of the continual disclosure or from becoming aware of such information.

Explanation – It is clarified for the avoidance of doubts that the disclosure of the Incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

Page 19 of 22

CIN No. U63030MH2020PLC440323

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- c. Off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information. "The disclosures shall also include trading in derivatives of the Company and the traded value of the derivatives shall be taken into account for this purpose.

The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Person for a minimum period of (5) five years.

Other Disclosures

Every Designated Person shall disclose names and Permanent Account Number ("PAN") or any other identifier authorized by 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, mobile and cell 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.

In furtherance to Regulation 7(3) of the Insider Trading Regulations, the Company may require entities or persons with whom it has shared UPSI, to make disclosure in relation to their trades, to the Company, in a format prescribed by the Company.

10. Penalty for contravention of the Code:

Every Employee, Director, promoter and Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives). Breach of the provisions of the Code by any Employee, Director, promoter or Designated Person attracts serious penal consequences, including but not limited to recovery, claw back and other disciplinary action in terms of

Page **20** of **22**

CIN No. U63030MH2020PLC440323

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applicable laws. All such breaches should be notified by the Compliance Officer, who may determine the penalty for the contravention.

The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment. Any penalty amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the Securities and Exchange Board of India under the SEBI Act.

The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations or any other applicable laws/rules/regulations.

In case it is observed by the Compliance Officer that there has been a violation of the Insider Trading Regulations, SEBI shall be informed by the Company.

11. Jurisdiction:

In the event of any dispute arising from the provision of the Code or its interpretation, the same shall be subject to the exclusive jurisdiction of the Courts at Navi Mumbai.

12. Confirmation:

The Insider Trading Regulations and the Code have been uploaded on the website of the Company. All Employees/Designated Persons hereby acknowledge to have read and fully understood their obligation under the Insider Trading Regulations and the Code and have undertaken to unconditionally abide by the same. They can contact the Compliance Officer for any clarification/assistance.

The responsibility of complying with the provisions of the Insider Trading Regulations and the Code shall be entirely on the Employees and Designated Persons including any violation by their Immediate Relative

Page **21** of **22**

CIN No. U63030MH2020PLC440323

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