

SUVIDHAA INFOSERVE LIMITED

Code of Conduct for prevention of Insider Trading & Code of Fair Disclosure

1. PREAMBLE

This Insider Trading Code is prepared in compliance with and in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Code”) and any amendment or modifications thereto shall automatically be applicable to this Insider Trading Code, wherever applicable.

2. DEFINITIONS.

- 2.1 “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- 2.2 “Board” means the Securities and Exchange Board of India;
- 2.3 “Calendar Quarter” means a period of 3 consecutive calendar months, ending with the last day of March, June, September or December.
- 2.4 “Code” or “Insider Trading Code” means Suvidhaa Infoserve Limited’s Code of Conduct to regulate, monitor and report trading by its Employees and other Connected Persons and Insiders including Code of Fair Disclosure.
- 2.5 “Company” means Suvidhaa Infoserve Limited.
- 2.6 “Compliance Officer” means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the listed company or the head of an organization, as the case may be.

2.7 “Connected Person” means, -

- (i) any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established, -
 - (a) an immediate relative of Connected Persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or Director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or Director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of Directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization enalized or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of a Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest;

2.8 “Dealing in securities” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

2.9 “Designated Person(s)” shall include:

- (i) Every employee in the grade of Vice President and above.
- (ii) every employee in the finance, accounts, secretarial and legal department in the grade of Manager and above;
- (iii) All Promoters of the Company.
- (iv) Auditors of the Company;
- (v) CEO, Company Secretary, CFO;
- (vi) Every employee brought over the Chinese wall;

- (vii) any other employee as may be determined and informed by the Compliance Officer from time to time.

2.10 “Director” means a member of the Board of Directors of the Company.

2.11 “Employee” means every employee of the Company (whether working in India or abroad) and its holding, subsidiary or associate company including the Directors in the employment of the Company.

2.12 “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

2.13 “Generally available information” means information that is accessible to the public on a non-discriminatory basis such as information published on websites of Stock Exchange(s).

2.14 “Immediate relative” means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Note: if spouse is financially independent and doesn’t consult an insider while taking trading decisions, the spouse won’t be exempted from the definition of immediate relative. A spouse is presumed to be an “immediate relative”, unless rebutted so.

2.15 “Insider” means any person who is:

- (iii) a Connected Person; or
- (ii) a person in possession of or having access to Unpublished Price Sensitive Information (UPSI);
- (iv) Any person in receipt of UPSI pursuant to a “legitimate purpose”. Due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with these regulations.

2.16 “Key Managerial Person” means person defined as such under Section 2(51) of the Companies Act, 2013.

2.17 “Legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- 2.18 “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 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.
- 2.19 “Officer of the Company” includes any Director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.
- 2.20 “Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 2.21 “Promoter group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 2.22 “Prohibited Period” shall mean the period of time when the trading window is closed.
- 2.23 “Regulations” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment or modifications thereto.
- 2.24 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 2.25 “Specified Persons” means all Directors, Employees and Connected Persons of the Company (including all Designated Persons)
- 2.26 “Takeover regulations” means the Securities and Exchange Board of India (Substantial

Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

- 2.27 “Trading in Securities” means and includes an act of subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company, and “trade” shall be construed accordingly;
- 2.28 “Trading Day” means a day on which the recognized stock exchange(s) are open for trading;
- 2.29 “Unpublished Price Sensitive Information (UPSI)” means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- (i) periodical financial results of the Company;
 - (ii) Intended declaration of dividends;
 - (iii) change in capital structure i.e. issue of securities, buy-back, or any forfeiture of shares or change in market lot of the Company’s shares;
 - (iv) mergers, de-mergers, amalgamations, acquisitions, de-listing of securities, Scheme of Arrangement, takeover, disposals, spin-off;
 - (v) Any major expansion plans or selling whole or substantially whole of the undertaking or execution of new projects or any significant changes in policies, plans or operations of the Company and such other transactions;
 - (vi) changes in Key Managerial Personnel; and
 - a. Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - b. Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

2.30 “Working Day” shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.

Note: Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

3 COMPLIANCE OFFICER.

- 3.1 The Company has appointed the Company Secretary as Compliance Officer for this purpose.
- 3.2 The Compliance Officer shall be responsible, under the overall supervision of the Board of Directors of the Company, for the following:
 - 3.2.1 setting forth policies, procedures, monitoring adherence to the rules for the preservation of UPSI”.
 - 3.2.2 Pre-Clearing trades of the designated persons and their dependents in respect of the securities of the Company.
 - 3.2.3 Monitoring of trades.
 - 3.2.4 Implementation of the code of conduct.
 - 3.2.5 provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by Board of Directors.
- 3.3 Maintain the records of the designated persons and any changes made in the list.
- 3.4 Assist all the employees in addressing any clarification in this regard.
- 3.5 The Compliance Officer will report to the Board of Directors of the Company and in particular shall provide report to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors on quarterly basis in respect of the matters covered under the Company’s Code of Conduct for prevention of insider trading.

4 PERSONS COVERED UNDER THE COMPANY’S CODE OF CONDUCT

- 4.1 Directors / Promoters of the Company;
- 4.2 Designated Persons;
- 4.3 Immediate Relatives of Directors, Promoters, Designated Persons / Employees of the Company, Insiders / Connected Persons having possession of UPSI.

5 PREVENTION / PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI).

- i. All the UPSI shall be identified and its confidentiality shall be maintained.
- ii. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - a. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - b. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute UPSI information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the

- limited purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.
- iii. All information shall be handled within the Company on a **need-to-know** basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or apprehension of misuse of the information. No UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
 - iv. Lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
 - v. No insider shall communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - vi. No person shall procure from or cause the communication by any insider of UPSI, 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.
 - vii. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" and due notice shall be given to such persons to maintain confidentiality of such UPSI.
 - viii. Notwithstanding anything contained in the Code, an UPSI 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 takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
 - b. not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available atleast two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
 - ix. For the purpose of the above clause, the parties shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 7.7 and shall not otherwise trade in securities of the company when in possession of UPSI.
 - x. For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at **Annexure-I**. The Policy for determination of "legitimate purposes" has been incorporated as a part of the Code of Fair Disclosure.
 - xi. A structured digital database shall be maintained by Company Secretariat Department containing the names of such persons or entities, as the case may be,

- with whom information is shared along with the PAN (or any other identity authorized by law where PAN is not available). Such database shall be maintained with adequate internal controls and checks such as time, day, date, Name, Address, Telephone / mobile number, holdings and other details.
- xii. stamping and audit trails to ensure non-tampering of the database. Inputs in this regard shall be ensured by the concerned Heads of Departments within 2 working days of sharing the said UPSI.

Trading when in possession of UPSI

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI or communicate, provide or allow. When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Limited access to confidential information

All manual files containing confidential information shall be kept secure. All Computer files must have adequate security such as login and password.

6 TRADING PLANS

6.1 An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer in the format as given in **Annexure II** for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.2 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 trading for the period between the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

6.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per the provisions of the Regulation.

Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

- 6.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal 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.

- 6.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchange(s) on which the securities are listed.

7 TRADING WINDOW

- 7.1 The trading period for trading in the Company's securities is called "Trading Window". Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.
- 7.2 The trading window shall be, inter alia, closed from the first day of every financial quarter till 48 hours after the declaration of financial results, during the time any UPSI is published or any other time as may be decided by the Compliance Officer.
- 7.3 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- 7.4 The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

Other than the period(s) for which the Trading Window is closed as specified hereinabove, the same shall remain open for dealing in the Securities of the Company.

8 PRE-CLEARANCE OF TRADES

- 8.1 All persons covered by the code who propose to acquire / sell securities of the Company of value more than Rupees Ten Lakhs or 50,000 shares or 1% of the total shareholding or voting rights whichever is lower should pre-clear the transaction by an application in the format given in **Annexure III**. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is not closed and hence he shall not be allowed to trade.
- 8.2 all Designated persons and their immediate relatives shall make pre-clearance application to the Compliance Officer shall be made in the prescribed Annexure III along with an undertaking stating that he/she has not contravened the provision of this Code.
- 8.3 If any person covered by the Code, obtained any Price Sensitive Information after executing the undertaking but prior to transacting in Securities of the Company, he/she shall inform the Compliance Officer and refrain from dealing in Securities of the Company.
- 8.4 All the persons covered by the Code shall execute their order **within 7 Days of pre clearance of trade**. If the transaction is not executed within 7 Days of such clearance, fresh approval of the Compliance Officer is required.
- 8.5 In case the Designated Person or his/ her immediate relative decides not to execute the trade after securing pre-clearance, he/ she shall inform the Compliance Officer of such decision immediately.
- 8.6 Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 8.7 It shall be the responsibility of Designated Persons to ensure compliance of clauses 9.1 to 9.5 above in case of their immediate relatives also.
- 8.8 All Designated Persons who buy or sell any number of shares of the company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options. The application for the waiver of the minimum period of holding of the securities shall be made by the persons in **Annexure IV** annexed to this Code.

8.9 The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

8.10 Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the decision of Compliance Officer / SEBI or any other authority in this regard shall be final.

9 DISCLOSURES OF TRADING BY INSIDERS

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

9.2 The disclosures made under this Clause shall be maintained by the Company, for a minimum period of five years.

9.3 Initial Disclosures

- (v) Every Promoter, member of the Promoter group, Key Managerial Personnel and Director of the Company shall disclose his holding of securities of the Company as on the date of the Regulations taking effect, to the Company within thirty days of the Regulations taking effect in "Form A" prescribed by SEBI vide circular CIR/ISD/02/2015 dated September 16, 2015 (**Annexure V**);
- (ii) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter, member of the Promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, member of the Promoter group, to the Company within seven days of such appointment or becoming a Promoter, member of the Promoter group in "Form B" prescribed by SEBI vide circular CIR/ISD/02/2015 dated September 16, 2015 (**Annexure VI**).

9.4 Continual Disclosures.

- (i) Every Promoter, member of the Promoter group, employee 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 Rupees Ten Lakh;
- (ii) The Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Format of Disclosure of Change in Shareholding is given in “Form C” prescribed by SEBI vide circular CIR/ISD/02/2015 dated September 16, 2015 (**Annexure VII**) in this regard.

9.5 Disclosures by other Connected Persons.

The Company may, at its discretion, require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

Format of Disclosure by other Connected Persons is given in “Form D” prescribed by SEBI vide circular CIR/ISD/02/2015 dated September 16, 2015 (**Annexure VIII**) in this regard.

9.6 Disclosure by the Company to the Stock Exchange

The Company shall within 2 Working days of the receipt of disclosures as mentioned as aforesaid or on becoming aware of such information, disclose to all Stock Exchanges on which the securities of the Company are listed, the information received as aforesaid.

10 PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- 10.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 10.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 10.3 Designated Person who violates the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback], ineligibility for future participation in employee stock option plans, etc.
- 10.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

11 INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATION 2015:

In case it is observed by the Company or Compliance Officer that there has been a violation of the Regulations, it shall inform SEBI and / or Stock Exchange promptly.

Designated persons shall be required to disclose names and Permanent Account Number, or any other identity authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship (defined in 2.15 of the code)
- c) 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.

12 CHINESE WALL

To prevent the misuse of confidential information, Suvidhaa Infoserve Limited has laid down Chinese Walls procedures which separate those areas of Suvidhaa Infoserve Limited that routinely have access to confidential information, considered “inside areas” from those which deal with sale/marketing/investment advice or other departments providing support services, considered “public areas”.

- The employees in the inside area shall not communicate any UPSI to anyone in public area.
- The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- All the UPSI is to be handled on “need to know basis”, i.e., UPSI should be disclosed only to those within Suvidhaa Infoserve Limited who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

In the event of any amendment to the SEBI (Prohibition of Insider Trading Regulation 2015) or issuance of any clarification relating to prohibition of insider trading such amendment / clarification shall be deemed to be adapted by the Company and in case of any conflict between the provision of the code and SEBI (Prohibition of Insider Trading Regulation 2015), the later shall prevail.

ANNEXURE I

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE

SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

The SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

The disclosure shall be done no sooner than credible and concrete information comes into being. The Code also covers the practices and procedures for fair disclosure of UPSI as well as enumerates what constitutes legitimate purposes for disclosure of UPSI.

I. Principles of Fair Disclosure

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

- (i) Prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
- (ii) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (iv) Ensuring that information shared with analysts and research personnel is not UPSI. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.
- (v) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company’s website to ensure official confirmation and documentation of disclosures made.
- (vi) Handling of all UPSI on a need-to-know basis. UPSI shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

II. Chief Investor Relations Officer (“CIO”) to oversee and coordinate disclosures:

- (i) The Compliance Officer of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of UPSI.
- (ii) The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating staff on disclosure policies and procedure.
- (iii) All UPSI is to be handled on “need to know basis”, i.e., UPSI should be

disclosed only to those within who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

III. Powers & Duties of Chief Investor Relations Officer:

- (i) Other than information which is price sensitive in accordance with the Companies Act 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law for the time being in force, the CIO in consultation with the Managing Director & Chief Financial Officer (CFO) shall decide whether an information is price sensitive or not.
- (ii) The CIO shall ensure that disclosure to Stock Exchanges is made promptly.
- (iii) All information disclosure/dissemination may normally be approved in advance by the CIO. In case information is accidentally disclosed without prior approval of CIO, the person responsible shall immediately inform the CIO.
- (iv) The CIO shall ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.
- (v) Any queries or requests for verification of market rumor(s) by the Regulatory Authorities shall be forwarded to the CIO, who shall decide on the clarification to be provided.
- (vi) The CIO shall decide whether a public announcement is necessary for verifying or denying any rumor(s).

IV. Prompt disclosure of UPSI:

- (i) The Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the PIT regulations.
- (ii) To ensure that the information is disseminated in a uniform manner and will transmit the information to all the stock exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company.

V. Disclosure with reference to Analysts/ Media:

- (i) All UPSI shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel.
- (ii) Transcript of the meetings / con calls with Analysts shall be furnished to the stock exchanges and then posted on website.

VI. Responding to Market Rumors:

The Compliance Officer and/or the Investor Relations Team and /or any other

official(s) (“spokesperson”) authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

VII. Sharing of UPSI for legitimate purpose:

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIO of the Company in this behalf, only in furtherance of legitimate purpose(s) .

VIII. Issue of Notice to the recipient of UPSI

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons, in the format as set out in “Annexure A” to this code;

IX. Digital Database of recipient of UPSI

The CIO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represent
- (iii) Postal Address and E-mail ID of such recipient
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

Annexure II

Application for Trading Plan to trade in the securities of Suvidhaa Infoserve Limited

To

The Compliance Officer
Suvidhaa Infoserve Limited
Unit no.2, 28th Floor,

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Insider Code and Procedures for Prevention of Insider Trading in Dealing in Securities and Code of Corporate Disclosure Practices, I seek approval for trading plan in Securities of Suvidhaa Infoserve Limited (give description) as per the details given below:

Name, designation & Emp. No.:

PAN:

Department:

S. No	No. of securities held (including that of the immediate relative as on the date of application)	Folio No. /DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt
1	2	3	4	5

Estimated value of consideration	Whether proposed transaction under self name or immediate relative	Name of the immediate relative, if the transaction is made by immediate relatives	Proposed date of trades/Date of allotment	Previous approval no. and date of purchase/allotment.
6	7	8	9	10

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;

- b) that the trading plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- c) that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan has not become generally available at the time of the commencement of implementation.
- d) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices as notified by the Company from time to time.
- e) that I shall adhere to Clause 3.4.3 of the CODE.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby made a full and true disclosure in the matter.
- h) Pre-clearance may kindly be accorded in terms of provisions of the Internal Code of Conduct for Prevention of Insider Trading in dealing with Securities of Suvidhaa Infoserve Limited.

Date:
Place:

Sign:
Name & Designation:

Annexure III

APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Suvidhaa Infoserve Limited,
Gandhinagar, Gujrat

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Code, I seek approval to purchase / sale / subscribe to / deal in the securities of the Company.

Equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held in Company as on date	
4.	Folio No. / DP ID & Client ID No.	
5.	The proposal is for purchase / sale / subscribe to / otherwise deal in	
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired / subscribed to / sold / dealt in	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Name:

Designation:

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRE-CLEARANCE**

UNDERTAKING

To,
Suvidhaa Infoserve Limited,
Gandhinagar, Gujrat

I, _____ residing at _____, am desirous of dealing in ____ * shares of the
Company as mentioned in my application dated _____, for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Insider Trading Code up to the time of signing this Undertaking.

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, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the same to the Compliance Officer and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

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

If approval is granted, I shall execute the deal within seven trading days of the receipt of approval failing which I shall again be liable to seek pre-clearance.

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

Date:

Name:

Designation:

** Indicate number of shares*

Annexure IV

WAIVER OF MINIMUM HOLDING PERIOD

[Pursuant to Rule 4.4.2]

Date:

To The Compliance Officer / MD & CEO/Audit
: Committee Suvidhaa Infoserve Limited (the
"Company")

Dear Sir/ Madam,

I request you to grant me a waiver of the minimum holding period of six months as required under the Company's Trading Code/ Suvidhaa Infoserve Trading Rules, 2015 with respect to _____ securities of the Company held by me/ my Immediate Relatives/ HUF _____ (Name) singly/ jointly acquired by me / my Immediate Relatives/ HUF on _____ (Date).

I desire to deal in the securities on account of following (give reasons and supporting documents).

I declare that:

- a) The above details are true, correct and complete in all respect; and
- b) I am not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- c) The trade if made shall not be in contravention of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Thank you.

Yours faithfully,
(_____)

Name:
Employee Code:
Designation:
Department:
Location:

(for office use only)

Approved

Rejected ☐

ANNEXURE V

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____
ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director 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)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
6	7	8	9	10	11

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

Name & Signature:
Designation:
Date:

Place:

ANNEXURE VI

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 Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives 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

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

ANNEXURE VII

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Employee or Director 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 / Director's/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed			Securities held post acquisition/disposal			Date of allotment / advice / acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % Of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature: _____

Designation: _____

Date:
Place:

ANNEXURE VIII

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

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

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed	
Type of Contract	Contract specifications	Buy		Sell			
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)		
15	16	17	18	19	20	21	

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

Name:
Signature:
Place:
