

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

(Pursuant to Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

R K SWAMY LIMITED

(Formerly Known as 'R.K.SWAMY BBDO Private Limited' and 'R K Swamy Private Limited')

(Duly approved by board of Directors of the company through meeting held on November 30, 2023)

1. PREAMBLE:

Code of conduct to regulate, monitor and report trading by Designated Persons is prepared pursuant to requirements of (Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2. PHILOSOPHY/ OBJECTIVE:

This code has been formulated to regulate, monitor and report trading undertaken by Designated Persons of the Company and their immediate relatives. The objective of the Code is to ensure protection of Unpublished Price-Sensitive Information of the Company and serve as a guideline to Designated and their immediate relatives Persons covered by Code for dealing in Securities of the Company.

3. DEFINITIONS:

“Board of Directors” or “Board” means the collective body of the Board of Directors of the Company, as constituted from time to time.

‘Compliance Officer’ for the purpose of the Regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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.

“Connected Person” means:

- i) 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 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 in relation to the Company 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 Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a Stock Exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual

- fund or is an employee thereof; or
- g. a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
 - i. a banker of the Company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten per cent. of the holding or interest;

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

“Designated Person[s]” shall include the persons as specified in Clause 4 of this Code.

“Fiduciary” means Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies shall be collectively referred to as fiduciaries

“Generally available Information” means information that is accessible to the public on a non- discriminatory basis.

“Immediate Relative” means a spouse of a person, and includes parents, siblings, and children 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.

“Insider” means any person who is:

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

“Insider Trading Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including any amendment or reenactment thereof.

“Listing Regulations/ SEBI LODR” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

“Legitimate Purpose” shall include sharing of Unpublished Price Sensitive Information by a Designated Person with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; in the ordinary course of business or otherwise in furtherance of such business activities as per the Policy approved by the Board, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

“Material Subsidiary” shall have the same meaning as assigned to it under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“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 the 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.

“Promoter” shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or the Companies Act, 2013, as amended or any modification thereof.

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

“PIT Regulations” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as amended from time to time.

“Unpublished Price Sensitive Information” or **“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 financial results, dividends/ bonus, change in capital structure, mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions, changes in Key managerial personnel and other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time..

Words and phrases used in the Code and not defined hereinabove shall have the same meaning ascribed to such terms in the Act, the PIT Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations notified thereunder. In case of any discrepancy between the PIT Regulations and the terms defined herein, the meaning as ascribed to the term under the PIT Regulations shall prevail.

4. Applicability of the Code

The Code is applicable to all Designated Persons and their immediate relatives which shall include:

- a) Promoters;
- b) All the Directors of the Company and its material subsidiaries;
- c) Key Managerial Personnel of the Company and material subsidiaries;
- d) Employees of the Finance, Legal and Secretarial in the Company and its material subsidiaries have access to UPSI as determined by the compliance officer of the Company in consultation with the members of the Managing Director of the Company;

- e) Chief Executive Officer and employees up to two levels below Chief Executive Officer of such listed company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- f) Personal assistants, if any, of persons referred in (a) to (c) above who may have access to UPSI as determined by the compliance officer of the Company in consultation with the members Managing Director of the Company;
- g) Support staff of the Company such as IT staff or any other employee/consultant as having access to UPSI as determined by the compliance officer of the Company in consultation with the Managing Director of the Company.

In addition, the Compliance Officer, in consultation with the Managing Director may finalise the broad categories or individuals to be covered as Designated Persons under the Code on the basis of their role, seniority and function in the Company, is reasonably expected to have access to UPSI relating to the Company, as may be decided by the Board in consultation with the Compliance Officer, from time to time. The Compliance Officer shall specifically communicate to such Designated Persons about applicability of the Code.

5. ROLE OF COMPLIANCE OFFICER:

- 5.1. The Compliance Officer shall on annual basis prepare a report on trading in the securities of the Company by the Designated Persons and their Immediate Relatives, pre-clearance applications approved and rejected by the Compliance Officer, to the Chairman of the Audit Committee.
- 5.2. The Compliance Officer shall assist all Employees in addressing any clarifications regarding the Insider Trading Regulations and the Code.
- 5.3. The Compliance Officer shall, under the overall supervision of the Board of Directors of the Company, ensure compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code, maintaining records of the Designated Persons and their immediate relatives and any changes made in the list of Designated Persons and their Immediate Relatives and providing guidance and clarifications sought by Designated Persons regarding the Regulations and the Code.
- 5.4. Compliance officer shall be responsible for maintenance of records required in terms of the policy, including the following:
 - Structured Digital Database of persons or entities with whom UPSI is shared as per the policy;
 - Details of Trades pre-cleared and executed pursuant to pre-clearance;
 - Holdings of Designated Persons in the securities of the Company;
 - Disclosure of trades furnished by Designated Persons;
 - Closure and Opening of Trading Window;
 - Details of violations under the Code and Regulations by Designated Persons and their immediate relatives.

6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 6.1. Designated Person(s) and Insiders shall maintain confidentiality of all Unpublished Price Sensitive Information. Designated Person(s) and Insiders shall not communicate, provide or allow access to any Unpublished Price Sensitive Information except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 6.2. Unpublished Price Sensitive Information is to be handled on a “need to know” basis. i.e. Unpublished Price Sensitive Information 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 appearance of misuse of the information and shall be communicated, allowed access to or provided in a secure location.
- 6.3. The Company shall ensure that all files including soft copies containing Unpublished Price Sensitive Information are kept secure, such that such information can only be accessed by persons who “need to know” such information or for Legitimate Purpose.
- 6.4. All files containing confidential information will be kept secure and under lock and key. Computer files will have adequate security of login and passwords. Each Designated Person shall at all times be in compliance with ensure that the Unpublished Price Sensitive Information in their possession are kept secure.
- 6.5. All Unpublished Price Sensitive Information directly or indirectly received by any Designated Person should be reported to the Compliance Officer immediately.
- 6.6. The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 6.7. Where Chinese Wall arrangements are in place Employees working within an Insider Area are prohibited from communicating any price sensitive information to Employees in Public Areas without the prior approval of the Compliance Officer.
- 6.8. Employees within a Chinese Wall shall be responsible to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- 6.9. 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. Such persons shall be made aware of the duties and responsibilities attached to the receipt of UPSI, and the liability that attaches to misuse or unwarranted use of such information.

6.10. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of the informed opinion that the sharing of such information is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of the informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

6.11. Prior to sharing any Unpublished Price Sensitive Information, a confidentiality agreement shall be entered into with such Insider and the Insider shall provide its details, details pertaining to its employees, agents or representatives who are likely to have access to the said Unpublished Price Sensitive Information which shall include name, designation, address, Permanent Account Number (“PAN”) or any other identifier authorised by law where PAN is not available in the format prescribed under this Code. The details of PAN and unpublished Price Sensitive Information shared with the insider shall be updated by the Designated Person himself or incase is not adept to update provided the information to the Compliance Officer for updating in the Digital Database.

7. RESTRICTION ON TRADING:

7.1. No-Trading Period / Trading Window Closure

No-Trading Period means the period when the Designated Persons are not allowed to trade in the Securities of the Company. The Company will have the following No-Trading Periods:

(i) Standard No-Trading Period

For declaration of financial results (periodical or final), the Trading Window shall be closed from the first day from close of quarter. The Trading Window shall re-open 48 (forty-eight) hours after the UPSI becomes generally available.

(ii) Event Specific Trading Window Closure

Additionally, the trading window shall be closed (based on the price sensitivity of event) for all or selected Designated Persons and selected other persons (as determined by the Compliance Officer) when they can reasonably be expected to be in possession of UPSI, for such period(s) as may be determined by the Compliance officer. The trading window may be reopened after closure, not earlier than 48 (forty-eight) hours after the UPSI in question becomes generally available or becomes irrelevant

7.2. Trading window closure will not be applicable for following transactions

- a. transactions specified in clauses (i) to (iv) of the proviso to sub-regulation (1) of PIT regulation 4 and in respect of Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board.
- b. Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

7.3. Designated Persons who Trade in Securities of the Company, will not undertake a contra/ opposite Trade during 6 (six) consecutive months following the prior Trade. However, these provisions shall not be applicable to Trades executed pursuant to an approved Trading Plan. Subject to the Insider Trading Regulations, the Compliance Officer may relax the 6 (six) months contra- Trade restriction in cases where the sale is necessitated by personal emergency after recording reasons in writing in this regard. An application in writing in this regard will need to be made to the Compliance Officer.

The above-referred restriction on contra trade shall not apply in case of: (i) acquisition of Shares by Participants pursuant to exercise of stock option; and (ii) pledge/ sale of Securities acquired pursuant to exercise of stock options, after obtaining necessary pre-clearance for such action and provided that all other provisions/restrictions of this Code and the Insider Trading Regulations are duly complied with, including on non-possession of UPSI.

8. DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

8.1. Initial Disclosure

Every person on appointment as a Key Managerial Personnel or a director of the Company shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter in the prescribed Form B (attached herewith as Annexure I.)

8.2. Continual Disclosure

Every Designated Person of the Company shall disclose to the Company the number of such Securities acquired or disposed of within 2 (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 more than Rs.10 Lakhs (Rupees Ten lacs) or such value as may be specified in Insider Trading Regulations in the prescribed Form C (attached herewith as Annexure II.)

Every Designated Person shall disclose to the Company the number of such Securities acquired or disposed through an off-market inter-se transaction within 2 (two) Trading Days of such transaction.

Further, pursuant to SEBI circular SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020, SEBI has implemented system driven disclosures with effect from October 01, 2020.

Pursuant to the system driven disclosure, the Designated Person whose name is included in the designated depository is not required to mandatorily provide manual disclosures to comply with Regulation 7(2) of the PIT Regulations with effect from 13th August, 2021. The dealing in securities of the Company shall be updated in the system through automation.

8.3. Disclosure by the Company to the Stock Exchange(s)

The intimation received under Clause Regulation 7(2) of the PIT Regulation shall be disclosed to Stock Exchanges on which the Company is listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

8.4. Disclosure by other connected persons

The Company may require any other connected persons or class of connected persons to make disclosure of holdings and trading in securities of the Company as per **Form D** (attached herewith as Annexure III) at such frequency as may be determined by the Company in order to monitor the Compliance with these regulations.

9. PRE-CLEARANCE OF TRADES

9.1. All Designated Person(s), who intend to deal in Securities when not in possession of UPSI and when the trading window is open can undertake trading in the securities of the Company upto 2500 Equity shares in any quarter (Single /cumulatively) without obtaining pre-clearance from the Compliance officer subject to compliance with clause 8.2

9.2. If Compliance officer intend to deal in Securities, they should take pre-clearance of Managing Director.

9.3. The pre-clearance procedure shall be as hereunder:

An application, along with the undertaking, may be made in the format as prescribed under this code as **Form I** (attached herewith as Annexure IV), to the Compliance Officer indicating the estimated number of Securities that the Designated Person intends to trade in, the details as to the depository with which he has a security / demat account and such other details as may be required by the Company in this behalf. Compliance officer shall provide approval / rejection in **Form IIA / Form IIB** (attached herewith as annexure V)

- i) The Designated Persons and their Immediate Relatives shall execute their trade within 7 (seven) Trading Days after the approval of pre-clearance is given, failing which fresh pre-clearance shall be obtained.
- ii) In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he/she shall refrain from executing the trades.
- iii) Persons to whom this Code applies must keep confidential the fact that they are intending to deal or that they have applied for clearance to deal or the clearance is granted/refused by the Compliance officer.

10. REPORTING REQUIREMENTS FOR DESIGNATED PERSONS

- 10.1 All Designated Persons shall disclose the annual statement of all Securities of the Company held as on March 31 every year, in the format set out in **Form III** (Attached herewith as Annexure VI) within 30 (thirty) days of the end of Financial Year.
- 10.2 All Designated Persons shall disclose along with the annual statement referred above a list of all their Immediate Relatives and of persons with whom such Designated Persons have Material Financial Relationship along with telephone and mobile numbers used by them and their respective permanent account number issued by the Income-Tax Department. In absence of permanent account number, any other identifier authorized by law shall be disclosed. In absence of both documents, the Compliance Officer shall decide on the identifier supposed to be disclosed.
- 10.3 All Designated Persons who have been designated as on date of applicability of this code shall on a one time basis disclose the names of all educational institutions from where they have graduated and names of past employers. In case of persons designated after the applicability of this code, such information shall be given within 15 (fifteen) days of being a Designated Person.
- 10.4 Disclosure as per **Form IV** (Attached herewith as Annexure VII) while at the time of joining the Company or any of its material subsidiaries or upon being categorized as Designated Person(s).
- 10.5 Disclosure as per **Form V** (Attached herewith as Annexure VIII) while leaving the Company or any of its material subsidiary

Compliance officer shall place before the Audit committee or Board on yearly basis all the details of the trading in the securities of the company, accompanying documents that such persons had executed under the aforesaid pre-clearance/trading procedure and violations thereof, if any.

11. PENAL CONSEQUENCES:

- 11.1. The responsibility of complying with the provisions of the PIT Regulations and the Code shall be entirely on the Designated Persons of the Company including any violation by their immediate relatives.
- 11.2. 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.
- 11.3. Designated Person who violates the Code of Conduct shall also be subject to disciplinary action by the Company, which would be determined by the Managing Director/Audit Committee.
- 11.4. The disciplinary action /penal consequences may include wage freeze, suspension, recovery, ineligibility for future participation in employee stock option plans, etc. Amount collected due to contravention of the Code shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- 11.5. In case it is observed by the that there has been a violation of the PIT Regulations after concluding an inquiry, Stock Exchanges shall be informed by the Company promptly in such form and manner as may be specified by SEBI from time to time.
- 11.6. The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations.

12. POLICY APPROVAL AND UPDATES:

The Key management personnel's (KMPs) or the person authorised by the Board may review this Policy from time to time. Any material changes to this Policy shall require prior approval of the Board. In case of any inconsistency between the terms of this Policy, Listing Regulations & Companies Act, 2013 the provisions of the Listing Regulations & Companies Act, 2013 shall prevail. The Compliance officer or the person authorised by the Board is authorized to update the formats of the annexures to the policies in accordance with PIT regulations.

13. DISCLOSURE:

This Policy shall be disclosed on the website of the Company rkswamy.com

Annexure- I

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/Member of Promoter group]

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 or member of promoter group of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors/promoter/ member of promoter group/ immediate relatives to /others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/member of promoter group	Securities held at the time of becoming Promoter/appointment of Director/KMP or member of promoter group		% of Shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures, rights entitlement etc.)	No.	
1	2	3	4	5	6

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

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

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming promoter/member of Promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming promoter/member of Promoter group		
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- II
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, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/Designated Person/Directors/ immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares,specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which The trade was executed
		Type of securities (For eg. - Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase /sale / Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, Designated Person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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

Name & Signature:
Designation:
Date:
Place:

Annexure- III

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

1	2	3	4	5				9	10	11		13	14	15
				Type of securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlement,etc.)	No. and % of shareholding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.			Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation/Others-please specify)			

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

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

Details of trading in derivatives on the securities of the company 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)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place

Annexure: IV

Form : I

Form for seeking Pre-Clearance

Date : _____

The Compliance Officer,
R K Swamy Limited

Dear Madam,

I, being a Designated Person as per the R K Swamy Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons , am desirous of trading in shares of the Company held in my name/ in the name of my Immediate Relative / in the name of Companies controlled by me or on behalf of any other person as mentioned in my application dated for pre-clearance of the Trade. I hereby confirm/undertake:

- a. I do not have any access and neither have I received any Unpublished Price Sensitive Information (as defined in the “Code”).
- b. In case I have access to and/or receive "Unpublished Price Sensitive Information" after the signing the Undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
- c. I undertake to submit the necessary report within 2 (two) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- d. If approval is granted, I shall execute the deal within the period specified in the pre- clearance approval, failing which I shall seek fresh pre-clearance. I further affirm that I have not entered into any transaction in last six months which would render this proposed transaction as contra trade.
- e. I have made a full and true disclosure in the matter and I understand that any pre- clearance granted by the Company is after relying upon the affirmations provided by me, hereunder.

f. I affirm that I have read and understood the “Code” fully.

Thanking you,

Yours faithfully,

Rules

1. After obtaining the clearances the Trade would have to be executed within the period mentioned in the pre-clearance and if the Trade is not executed, fully / partially, within such period, you would have to seek fresh pre-clearance.
2. Subject to the provisions of the “Code”, Securities thus acquired should be held for a minimum period of 6 (six) months. The holding period shall also apply to subscription in the primary market. In the case of issues, the holding period would commence when the Securities are actually allotted.

Annexure: V

Form : II-A

Format of Approval Letter by the Company

Date:_____

We refer to your application dated<<_____>> for seeking our permission to buy/sell of Securities <<_____ >> of the Company.

The Company hereby gives its consent to trade not more than<<_____ >> on the assumption that all the information provided in your application and the undertaking are true and correct.

1. Your kind attention is drawn to the following provisions which you need to, inter-alia, strictly observe in terms of the above Regulations while dealing in the Securities.

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

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

3. Any transaction with regard to the Securities under this approval should be communicated to the Company within 2 (two) trading days of the conclusion of the transaction.

4. Also, kindly ensure that you are not in possession of any unpublished price sensitive information at the time of sharing this pre-clearance and / or at the time of carrying out the transaction(s).

It may please be noted that any violation in compliance with the aforesaid Regulation and “Code” would attract penal provisions by the Company, which would include Wage Freeze, Suspension, recovery, claw back or ineligibility to participate in future Employee Stock Options Scheme/s (ESOS). This would not preclude SEBI taking its own action.

**Thanking you,
Yours faithfully,
For R K Swamy Limited**

Compliance Officer

Form : II-B

(draft letter of rejection from Compliance Officer)

Date:

To:

Sub : Pre-clearance of transaction in Company's Securities

Ref : Your application dated _____ for pre-clearance of transaction for _____ shares of the Company in your name / in the name of _____ .

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

**Thanking you,
Yours faithfully,
For R K Swamy Limited**

Compliance Officer

Form : II-C

(Disclosure of completion of Trade)

To,
The Compliance Officer,
R K Swamy Limited

Dear Madam,

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

I hereby confirm that the transaction for Trading in the shares of the Company for which, pre-clearance was granted on _____ , was completed on _____ by purchasing* / selling* / _____ (any other) (nos.) equity shares of the Company.

Thanking you,

Yours faithfully,

Form : II-D

**To,
The Compliance Officer,
R K Swamy Limited**

Dear Madam,

Sub: Reporting of failure to execute transaction

I hereby declare that the approval for Trading in the shares of the Company for which, pre-clearance was granted on _____, was not completed within 7 (seven) days of receipt of the preclearance, due to _____. I shall obtain fresh pre-clearance in the event I wish to execute the said trade again.

Thanking you,

Yours faithfully,

**Annexure: VI
Form : III**

Format of Annual Declaration and undertaking by Designated Person(s)

**To,
The Compliance Officer
R K Swamy Limited**

Name	Category / Relationship with Designated Person(s) (to be provided by Immediate Relative)	No. of securities held as on 1st April__ (beginning of FY)	No. of securities bought/ (sold) during the year	No. of Securities held as on 31st March (end of FY)	PAN No., DP ID, Client ID/ Folio No.	Name of Person(s) with whom Designated Person(s) shares a "Material Financial Relationship"
1	2	3	4	5	6	7

Notes:

1. "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 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.
2. "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
3. I hereby affirm that, I am aware of the provision(s) of the "Code" and there was no non-compliance during the financial year (). I further affirm that, I have not carried out any transaction(s) including but not limited to intra-day transactions, in violation of the Regulations and/or "Code".

Name & Signature:

Designation:

Date:

Place:

Annexure: VII

Form : IV

Disclosure by Designated Person(s) upon joining the Company or any of its material subsidiary(ies)/categorised as Designated Person(s)

**To,
The Compliance Officer,
R K Swamy Limited.**

Details of Designated Person(s), including their immediate relatives

Name, PAN No., DP ID, Client ID & Address with contact nos. of Designated Person(s) and their Immediate relatives	Designation/Relationship	Date of appointment of Designated Person(s)	Securities held at the time of becoming Designated Person(s).	
			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.

I hereby undertake to abide by the provisions of the Regulations and this "Code", which I have read and understood fully.

Name & Signature:

Designation:

Date:

Place

Annexure: VIII

Form: V

Format of statements of holdings by Designated Person(s) and their Immediate Relative(s) and Undertaking to be signed upon leaving the organisation

**To,
The Compliance Officer
R K Swamy Limited**

Dear Sir/ Madam,

Subject: Statement of shareholding and undertaking upon leaving the organisation

I. STATEMENT OF SHAREHOLDINGS OF DESIGNATED EMPLOYEE

Name, PAN No, DP ID and Client ID	Category of Person (Promoters/ member of the Promoter Group/ KMP / Directors/Designated Person(s)/immediate relative /others etc.)	No. of securities held on date of tendering Resignation	No. of securities Traded post resignation	No. of Securities held as on date of resignation
1	2	3	4	5

II. STATEMENT OF SHAREHOLDINGS OF IMMEDIATE RELATIVES

Name, PAN No, DP ID and Client ID	Relationship with Designated Person(s)	No. of securities held on date of tendering Resignation	No. of securities Traded post resignation	No. of Securities held as on date
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.

- I hereby confirm that we have / do not have access to any un-published price sensitive information as on the date of leaving the organization.
- I hereby further confirm that we will not enter into any transaction pertaining to the securities of the Company in future, either directly or otherwise, based on any un-published price sensitive information, which I am privy to, if any and will not communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or securities thereof, to any person including other employee(s), Immediate Relative(s) and any other person(s) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, if any.
- I undertake to continue abiding by the "Code" / relevant SEBI regulations atleast for 6 months from the date of leaving the Organisation, failing which we would be solely responsible for the consequences, to the complete exclusion of the Organisation, its Directors and officers and the Compliance officer, as they would not have any recourse post my leaving the Company to communicate with me to pursue compliances hereunder.
- I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures, if any, given to the Company.

Name & Signature:

Designation:

Date:

Place: