



## Message From Managing Director & CEO

To,

### **Designated Persons and their Immediate Relatives Xelpmoc Design and Tech Limited**

The Securities and Exchange Board of India (“SEBI” or “SEBI Board”) has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and subsequent amendments thereto (hereinafter referred to as the “Regulation” or “Regulations”) mandating the Board of Directors of every listed Company to formulate a code of conduct for regulating, monitoring and reporting of trading of securities by its Designated Persons, their immediate relatives and other insiders towards achieving compliance with this regulation, adopting the minimum standards set out in Schedule B of the regulations, without diluting the provisions of the regulations in any manner.

Accordingly, the Board of Directors of the Company (the “Board”) has approved the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons, their Immediate Relatives and other insiders of Xelpmoc Design and Tech Limited (the “Code of Conduct”).

The Company is committed to:

- (i). comply fully with all the applicable laws and regulations;
- (ii). preserve the confidentiality of unpublished price sensitive information and to prevent misuse thereof;
- (iii). bring transparency and fairness in dealing with all stakeholders; and
- (iv). make sure that no Designated Persons, their Immediate Relatives and other insiders of the Company may use any unpublished price sensitive information related to the Company or its Securities to gain personal benefit or to provide benefit to any third party in breach of the Regulations.

Compliance with the Code of Conduct shall be closely monitored, violations shall be viewed seriously and strict action shall be initiated in case of any non-compliance.

You are expected to abide by the Code of Conduct strictly. Therefore, you are requested to read the Code of Conduct and familiarize yourself with the contents thereof. The Code of Conduct is available on the website of the Company and you are requested to retain a copy of the Code of Conduct for your reference.

**Sandipan Chattopadhyay**  
Managing Director & CEO

## 1. Introduction

Insider trading means trading in the Securities of a company by its designated persons, their relatives or other insiders based on unpublished price sensitive information. Such trading by the insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (“SEBI” or “SEBI Board”) has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and subsequent amendments thereto (hereinafter referred to as the “Regulation” or “Regulations”) mandating the Board of Directors of every listed Company to formulate a code of conduct for regulating, monitoring and reporting of trading of securities by its Designated Persons, their immediate relatives and other insiders towards achieving compliance with this regulation, adopting the minimum standards set out in Schedule B of the regulations, without diluting the provisions of the regulations in any manner.

Accordingly, the Board of Directors of the Company (the “Board”) has approved the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons, their Immediate Relatives and other insiders of Xelpmoc Design and Tech Limited (the “Code of Conduct”).

## 2. Applicability

This Code is applicable to the designated persons as may be specified by the Board of Directors and their immediate relatives and other insiders.

## 3. Definition

- a) "Act" means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- b) "Audit Committee" means the audit committee as constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- c) “Board” means the board of directors of the Company.
- d) “Chairman of Audit Committee” means the Chairman of the Audit Committee, as appointed from time to time.
- e) “Chairman of the Board” means the Chairman of the Board of Directors, as appointed from time to time.
- f) "Companies Act" means the Companies Act, 2013.
- g) "Company" or "the Company" or “Xelpmoc” means Xelpmoc Design and Tech Limited.
- h) "Compliance Officer" means the Company Secretary or such other senior officer designated from time to time as the compliance officer by the Company for the purposes of the Regulations. Such person shall be financially literate, capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board.

Explanation: "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.

i) **"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 with the Company (whether temporary or permanent) that allows such person, direct or indirect, 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:

- an immediate relative of connected persons specified in Clause 3(j)(i); or
- the Company's holding, associate or subsidiary company; or
- an intermediary as specified in section 12 of the Act (which is associated in any manner with the Company) or an employee or director thereof; or
- an investment company, trustee company, asset management company (which is associated in any manner with the Company) or an employee or director of such companies; or
- an official of a stock exchange on which the Company's Securities are listed or of clearing house or corporation dealing with the Company's Securities; or
- 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, where such mutual fund has invested in the Company's Securities; or
- 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, which is associated with the Company in any manner; or
- an official or an employee of a self-regulatory organization applicable to the Company, which has been recognised or authorized by SEBI for the same; or
- a banker of the Company; or
- 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 10% of the holding or interest;

- j) **“Designated Person’s”** shall mean and includes the following persons:
- a. All the Directors of the Company
  - b. Key Managerial Personnel’s
  - c. Promoters/Promoters Group of the Company
  - d. Personal assistants / secretaries to all the above persons
  - e. Chief Executive Officer and employees up to two levels below Chief Executive Officer of such Company
  - f. Any support staff of Company, intermediary or fiduciary such as IT staff, secretarial staff legal staff, finance staff and strategy staff who have access to unpublished price sensitive information
  - g. Employees of material subsidiaries designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors.
- k) **“Director”** means a director of the Company.
- l) **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors.
- m) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.
- n) **“Immediate Relative”** means a spouse of a Designated Person, and includes parents, siblings, and children of such person or of the spouse, any of whom is either dependent financially on such Designated Person, or consults such Designated Person in taking decisions relating to trading in securities;
- o) **“Insider”** means any person who is:
- a connected person; or
  - in possession of, or having access to, unpublished price sensitive information.
- p) **“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.
- q) **“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.
- r) **“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.
- s) **“Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the guidance notes, circulars, amendments or notifications issued thereunder from time to time.

- t) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- u) **"Stock Exchange"** means a stock exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956.
- v) **"Threshold Limit"** means the minimum number of securities as decided by the Board of Directors of the Company from time to time.
- w) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

Until otherwise resolved by the Board, the threshold limit shall be the aggregate of value of Rs. 1.00 million worth of securities traded whether in one transaction or a series of transaction over any calendar quarter.

- x) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- y) **"Trading Window"** - means a period for Trading in the Company's Securities as specified by the Company from time to time. All days shall be the Trading Window, except the days as specified in Clause 9 hereunder.
- z) **"Unpublished Price Sensitive Information" (UPSI)** means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available, and which upon becoming generally available, is likely to materially affect the price of the Securities and shall ordinarily include but shall not be restricted to, the information relating to the following:
  - a. Financial results;
  - b. dividends;
  - c. change in capital structure;
  - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - e. changes in key managerial personnel.

Words and expressions used and not defined in these regulations but defined in 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 rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

#### **4. Compliance Team**

- (a). Unless otherwise notified by the Board, the Company Secretary for the time being of the Company shall be the Compliance Officer for the purposes of this Code of Conduct.
- (b). The Compliance Officer or such other person as may be appointed, shall maintain a list of all Designated Persons and their Immediate Relatives including their designation and the dates on which they became/ ceased to be Designated Persons. The Compliance Officer shall take all necessary steps to implement this Code of Conduct and do all such acts, things and deeds in relation thereto as required under this Code of Conduct and as may be directed by the Board.
- (c). The Compliance Officer or such other person as may be appointed, from time to time, shall be assisted in the application and monitoring of the Code of Conduct by the other employees of the compliance team. For the purposes of the Code of Conduct, the Compliance Team shall report to the Chairman of the Audit Committee or to the Chairman of the Board on quarterly basis.

- (d). The Compliance Team shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearance of trades of all Designated Persons and their Immediate Relatives and to monitor the Trades and the implementation of the Code of Conduct under the overall supervision of the Board.
- (e). The Compliance Team shall also assist Directors/ Designated Persons/Immediate Relatives of Designated Persons in addressing any clarification regarding the Code of Conduct.
- (f). The Compliance Team shall maintain records of all the declarations in the appropriate form given by the Directors/ Designated Persons for a minimum period of five years.

## 5. **Preservation of “Unpublished Price Sensitive Information”**

- (a). Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons shall not pass on such information to any person directly or indirectly including through making a recommendation for the purchase or sale of the Securities.
- (b). All information shall be handled within the organisation on a “need-to-know” basis and no Insider shall communicate, provide or allow access to Unpublished Price Sensitive Information relating to the Company or its Securities, listed or proposed to be listed, to any person including other Insiders, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (c). Need-to-Know: “*Need-to-know*” basis means that the Unpublished Price Sensitive Information should be disclosed only to those persons within the Company who need the information for legitimate purposes, or performance of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or possibility of misuse of the Unpublished Price Sensitive Information.

All Unpublished Price Sensitive Information directly / indirectly received by any Designated Person should immediately be reported to the Compliance Officer. In case of such reporting, the Compliance Officer shall ensure that either the Unpublished Price Sensitive Information is made Generally Available Information or subject the reporting Designated Person to restrictions envisaged under the applicable laws (including the Regulations) and this Code of Conduct.

- (d). Limited access to the confidential information: Files containing confidential information shall be kept secure. Electronic files must be subject to adequate security protection, including by ensuring that the access is restricted.
- (e). As permitted under the Regulations, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured in connection with a transaction that would:
  - (i). entail an obligation to make an open offer under the Takeover Regulations where the Board is of the informed opinion that sharing of such information is in the best interests of the Company;
  - (ii). not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made Generally Available Information at least two trading days prior to the proposed transaction being effected in such form as the Board may determine which shall be adequate and

fair to cover all relevant and material facts.

Provided that the Board shall record its approval for the same along with the applicable reasons.

Provided further that the Board shall require the parties to whom any such Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured to execute agreements regarding confidentiality and non-disclosure obligations on the part of such parties and to procure that such parties shall keep information so received confidential, except for the limited purpose of the transactions as contemplated under Clauses 5(e)(i) and (ii) as set out in paragraph (d) above and shall not otherwise trade in Securities of the Company when in possession of such Unpublished Price Sensitive Information.

## **6. Chinese Walls**

### **6.1. General**

- (i). The Company has established policies, procedures and physical arrangements (collectively, the “**Chinese Walls**”) designed to manage Unpublished Price Sensitive Information and prevent the dissemination and misuse of the same, or the appearance thereof. Management shall understand where Chinese Walls have been set up or where they are needed according to this Code of Conduct.
- (ii). In general, Chinese Walls separate departments or areas that have regular access to Unpublished Price Sensitive Information (“**Insider Areas**”) from those who do not have such access (“**Public Areas**”). As such, Chinese Walls are designed to operate as barriers to the dissemination of Unpublished Price Sensitive Information.
- (iii). Where Chinese Walls have been established the Designated Persons working within an Insider Area are prohibited from communicating any Unpublished Price Sensitive Information to Employees / Designated Persons in Public Areas even if such information is required to be given on a “need-to-know” basis, without the prior approval of the Compliance Officer.
- (iv). Designated Persons within a Chinese Wall have a responsibility 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.
- (v). Management shall ensure that appropriate policies, procedures and physical arrangements are implemented and that these are complied with by all affected Employees / Designated Persons.
- (vi). The establishment of Chinese Walls is not intended to suggest that within Insider Areas Unpublished Price Sensitive Information can circulate freely. Within Insider Areas, the ‘need-to-know’ policy should be fully implemented.

## **7. Prevention of misuse of “Unpublished Price Sensitive Information”**

- (i) No Insider shall trade in the Company’s Securities while in possession of Unpublished Price Sensitive Information.

Note: When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that, as recognized under the Regulations, an Insider may prove his innocence by demonstrating the circumstances including the following:

- (a). the transaction was an off-market *inter se* transfer between the insiders of the Company all of whom were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of Regulation 3 of the Regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (b). the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Regulation 3 of the Regulations and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of Regulation 3 of the Regulations.

- (c). the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (d). the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (e). in case of non-individual insiders:–

- (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

- (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (f). the trades were pursuant to a Trading Plan set up in accordance with Clause 11 hereunder.

- (ii) In the case of Connected Persons, the onus of establishing that they were not in possession of Unpublished Price Sensitive Information shall be on such Connected Person and in other cases the onus would be on SEBI. Standards and requirements notified by SEBI from time to time as it may deem necessary for the purposes of the Regulations shall be applicable to the Directors, Employees, Designated Persons and Connected Persons and the Company.



An insider who has ceased to be associated with the Company shall cease to be a Designated person. However, he/ she being a connected person shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company's Securities while in possession of Unpublished Price Sensitive Information and shall ipso facto comply on their own with the Regulations.

#### **8. Institutional Mechanism For Prevention of Insider Trading:**

The Chief Executive Officer or Managing Director or Whole-time Director of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The internal controls include the following:

- a) all employees who have access to Unpublished Price Sensitive Information shall be identified as Designated Persons;
- b) all Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of the Code and Regulations;
- c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the Code and Regulations;
- d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) Structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Further, the Board or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that such digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings;
- f) all other relevant requirements specified under the Code shall be complied with;
- g) periodic process review, on an annual basis shall be conducted by the Internal Audit Team of the Company to evaluate the effectiveness of internal controls in place.

The Board shall ensure that the Chief Executive Officer or the Managing Director ensures compliance with Regulation 9 and Regulation 9A(1) and(2).

The Audit Committee of the Company shall review compliance with the provisions of the Code, at least once in a financial year, on the basis of the Internal Audit Report presented and shall verify that the systems for internal control are adequate and are operating effectively.

## 9. Trading Window and Trading Closure

- a. All Designated persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not trade in the Company's securities during the period when the trading window is closed. Compliance Officer shall by way of e-mail or through generally accepted means of communication, communicate the period of window closure to designated persons. It shall be the onus of designated persons to communicate the non-trading period to their immediate relatives.
- b. The Trading Window for trading in Securities of the Company shall be closed, for such period, by the compliance officer as and when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such information shall include but shall not be limited to the following:
  1. Declaration of dividends (interim and final);
  2. Any major expansion plans or execution of new projects;
  3. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  4. Changes in key managerial personnel;
  5. Changes in Capital Structure;

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

Provided in case of Declaration of standalone and consolidated financial results (quarterly, and annual), the trading window shall be closed from end of every quarter till 48 hours after the declaration of financial results.

The trading window restrictions mentioned above shall not apply in respect of:

- i. transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub- regulation (1) of Regulation 4 of the said Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the SEBI Board;
  - ii. transactions which are undertaken in accordance with respective regulations made by the SEBI 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 or transactions which are undertaken through such other mechanism as may be specified by the SEBI Board from time to time.
- c. In case of ESOPs, the exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
  - d. The trading window shall be closed when the compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance Officer, if the value of the proposed trades is above such thresholds as specified in Point 10 - Pre-Clearance of Trades.

- e. Designated Persons who buy or sell any number of Securities of the Company shall not enter into a contra trade i.e. sell or buy any number of Securities during the six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

In case a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI Board for credit to the Investor Protection and Education Fund administered by the SEBI Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of Stock Options, Buy back offers, open offers, rights issues, FPOs, bonus, exit offers etc. All Designated Persons and their Immediate Relatives, and Connected Persons of the Company intending to deal in the Securities of the Company up to the Threshold Limit as defined may do so without any pre-clearance.

#### 10. Pre-Clearance of Trades

- (i). All Designated Persons and their immediate Relatives of the Company who intend to deal in the Securities of the Company above the threshold limit should pre-clear the transactions as per the pre-dealing procedure as described hereunder.
- (ii). An application may be made in **Form I** to the Compliance Officer indicating the estimated number of Securities that the Designated Person or his/her Immediate Relative intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf. (**Refer Annexure A**)
- (iii). An undertaking (**Form I(a)**) shall be executed in favor of the Company by such Designated Persons and their Immediate Relatives incorporating, inter alia, the following clauses, as may be applicable: (**Refer Annexure B**)
  - (a). That the Designated Persons and their Immediate Relatives does not have any access to or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking.
  - (b). That in case the Designated Persons and their Immediate Relatives has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/ she shall inform the Compliance Officer of the change in his position and that he/ she would completely refrain from dealing in the Company's Securities till the time that such information becomes Generally Available Information.
  - (c). That he/ she has not contravened the Code of Conduct as notified by the Company from time to time.
  - (d). That he / she has made a full and true disclosure in the matter.

- (iv). The Approving Authority shall be Compliance Officer for approval of Pre-clearance of trades by all the Designated Persons of the Company and in case of Pre-clearance of trades of Compliance Officer, the same will be approved by Chief Financial Officer of the Company. In absence of Compliance Officer or in case if the Compliance Officer denies the approval, the applicants may approach the Chief Financial Officer. In case of trades of Compliance Officer, in absence of Chief Financial Officer or if the Chief Financial Officer denies the approval, he may approach the Managing Director / Chairman of Audit Committee. In case of trades of Chief Financial Officer, in absence of Compliance Officer or if the Compliance Officer denies the approval, he may approach the Managing Director / Chairman of Audit Committee. The Approving Authority shall grant approval or reject the application in **Form II (Refer Annexure C)**. Subsequently all Designated persons and immediate relatives shall intimate about the transactions to the Company post conducting the transactions (Buy, Sell or Gift) in **Form III (Refer Annexure D)**. **In case if no transactions are undertaken, the designated persons and immediate relatives will still be required to file NIL report in Form III.**
- (v). All Designated Persons and their Immediate Relatives shall execute their respective orders in respect of the Company's Securities within Seven Trading days after the approval of pre-clearance is given or before closing of the Trading Window, whichever is earlier. If the order is not executed within Seven Trading days after the approval is given, then fresh pre-clearance would be needed for the order to be executed.
- (vi). The Compliance officer shall retain copies of all applications. In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is based on the possession of Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent. All correspondence for obtaining approvals via email will be considered valid.

## 11. Trading Plans

- (i). An Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (ii). This option is given to a person who may be perpetually in possession of Unpublished Price Sensitive Information. Such a person would formulate a Trading Plan for Trading in the Company's Securities, which shall be executed in future in compliance with the Regulations and this Code of Conduct. Accordingly, a person in possession of Unpublished Price Sensitive Information shall not be prohibited from undertaking such Trade if it is in accordance with the pre-approved Trade Plan, subject to Clause 11(iii).
- (iii). Such Trading Plan shall:
  - (a). not entail commencement of Trading on behalf of the insider earlier than six months from the public disclosure of the Trading Plan;

**NOTE:** In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the Insider were to be in possession of the same Unpublished Price Sensitive Information both at the time of formulation of the plan and implementation of the same.

- (b). not entail Trading for the period between the **twentieth trading day** prior to the last day of any financial period for which results are required to be announced by the Company and the **second trading day** after the disclosure of such financial results;

- (c). entail Trading for a period of not less than 12 months;
- (d). not entail overlap of any period for which another Trading Plan is already in existence;
- (e). set out either the value of the Trades to be effected or the number of Securities of the Company to be Traded along with the nature of the Trade and the intervals at, or dates on, which such Trades shall be effected; and
- (f). not entail trading in the Company's Securities for market abuse.
- (g). The Compliance Officer will review the Trading Plan to assess whether it has any potential for violation of the 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 Trading Plan.

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

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- (iv). The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade in the Company's Securities outside the scope of the Trading Plan. Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the Trading Plan has not become Generally Available Information at the time of the commencement of implementation.
- (v). Upon approval of the Trading Plan, the Compliance Officer shall notify it to the stock exchanges on which the Company's Securities are listed.

## 12. SEBI Informant Mechanism (Pursuant to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations 2019)

### 12.1 Informant Mechanism Scheme

Any employee can voluntarily submit original information relating to alleged violation of this insider trading code that has occurred, is occurring or has a reasonable belief that it is about to occur, to the Office of Informant Protection of SEBI in the format and manner set out in the Regulations.

### 12.2 Protection against retaliation and Victimization

Employees shall be protected against any adverse action and/ or discrimination as a result of a reporting to SEBI under this Scheme, provided it is justified and made in good faith. The organization is forbidden from taking directly or indirectly any adverse action against the employees for exercising the employee's right as above.

Adverse action is defined as:

- Discharge
- Termination of service
- Demotion

- Suspension
- Threatening
- Harassment
- Discrimination against employment

**13. Reporting requirement for transaction in Securities**

The following disclosures shall be made to the Compliance Officer:

**(1) Initial Disclosures.**

- i.** Every Promoter, Member of the Promoter Group, Key Managerial Personnel and Director shall disclose to the Company in **Form A** within thirty days of the Regulations taking effect their respective holding of the Company's Securities as on the date of these Regulations taking effect in the form prescribed by the Securities and Exchange Board of India and as amended from time to time; **(Refer Annexure E)**
- ii.** Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or Member of Promoter Group shall disclose in **Form B** their respective holding of the Securities of the Company, as on the date of appointment or upon becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter in the form prescribed by the Securities and Exchange Board of India and as amended from time to time. **(Refer Annexure F)**

**(2) Continual Disclosures**

- i.** Every Promoter, Member of Promoter Group, Designated Person and director of the Company shall disclose in **Form C** 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 Rs.1.00 million or such other value as may be specified in the form prescribed by the Securities and Exchange Board of India and as amended from time to time; **(Refer Annexure G)**

The Company shall notify the particulars of such Trading to the stock exchanges on which the Company's Securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information in the form prescribed by the Securities and Exchange Board of India and as amended from time to time.

**(3) Disclosures by other connected persons**

The Company may, at its discretion, require any other Connected Person or class of Connected Persons to make disclosures in **Form D** of holdings and trading in Securities of the Company in such form prescribed by the Securities and Exchange Board of India and as amended from time to time and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations. **(Refer Annexure H)**

**(4) Disclosure by Designated Persons**

**One Time**

The Designated Persons shall disclose the names of educational institutions from which they have graduated and names of their past employers. **(Refer Annexure I)**

## **Annual Disclosure**

The Designated person shall disclose names and Permanent Account number or any other identity authorized by law of the following persons on annual basis to the Company and on continual disclosure basis, as and when the information changes; **(Refer Annexure J)**

- (i) Name of Immediate Relatives
- (ii) persons with whom such designated person(s) shares a Material Financial Relationship
- (iii) phone, mobile and cell numbers which are used by them

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

## **14. Process for how and when people are brought ‘Inside’ on sensitive transactions**

The Compliance Officer shall decide on how and when any person should be brought ‘inside’ on any proposed or ongoing sensitive transaction(s).

A person shall be brought inside on any proposed or ongoing sensitive transaction of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- (i) in the ordinary course of business.
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s).
- (iv) for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

## **15. Intimation of duties and responsibilities and the liability to the person(s) who has / have been brought inside’ on sensitive transaction**

Any person who has been brought inside on any proposed or ongoing sensitive transaction and in receipt of unpublished price sensitive information 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 by the Compliance officer of the Company;

- (i) To make aware such person that the information shared is or would be confidential.
- (ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

- (iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

**16. Standardizing Reporting of Violations related to Code Of Conduct**

The Company has to report the violations related to code of conduct done by designated person and their immediate relatives promptly to the Stock exchange(s) in the standardized format (**Annexure K**) or in such form and such manner as may be specified by the Board from time to time.

**17. Penalties for Non-Adherence**

- (a). Every Specified Person shall be individually responsible for complying with the provisions of the Code of Conduct including to the extent the provisions hereof are applicable to Immediate Relatives.
- (b). Any Designated Persons and his Immediate Relative who trades in the Securities of the Company or communicates any information for Trading in Securities of the Company, in contravention of this Code of Conduct may be penalised and appropriate action may be taken by the Company.
- (c). Employees who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include issuing of warning letter, levy of penalties, wage freeze, suspension, recovery, clawback and ineligibility for future participation in employee stock option plans. Any amount collected under this clause shall be remitted to the SEBI Board for credit to the Investor Protection and Education Fund administered by the SEBI Board under the Act.
- (d). Action, if any, taken by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e). In case it is observed that there has been a violation of the Regulations, the Compliance Officer shall promptly intimate the Stock exchange(s) of the same.
- (f). Under Section 15G of the Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakh but which may extend to Rs. 25 Crore or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs. 25 Crore or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to 10 years, or with fine, which may extend to Rs. 25 Crore or with both.

**18. Amendment**

This Code of Conduct may be amended or replaced from time to time.

**19. Approved and Adopted**

This code has been approved by the Board on February 03, 2021.



## **ANNEXURE A**

### **FORM I**

#### APPLICATION FOR PRE CLEARANCE FOR DIRECTORS/EMPLOYEE FOR BUY/SALE OF SECURITIES

Name of the Director/Employee:	Name of the Broker:
Trading A/c Number:	DP Account No.

Date	Company/Scheme/Plan	Purchase/Sale	Type of transaction (Primary, Secondary, Right etc.)	Type of security (Equity, Mutual Funds etc)	Quality	* last day closing price (Rs.)	Value (Rs.)

\*Last day closing Price: Last Day closing price means closing price of previous working day on which request for pre-clearance is submitted.

#### Declarations

- I confirm that this request conforms to the code of conduct for prevention of insider trading. I also declare that I have not indulged in insider trading
- I do not have any access to / have not received any “Price Sensitive Information” as defined in this policy
- In case I have access to / receive “Price Sensitive Information” after signing the securities dealing authorization form but before execution of the transaction, I shall inform Head of Compliance of the change in my position and would completely refrain from dealing in securities of the company till the time such information becomes public.
- I also declare that I have not contravened the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading of the Company.
- I finally declare that I have made a full and complete disclosure while making this requisition.

Place:

Date:

Name & Signature of the Director/Employee:

Signature of the Compliance Officer:

**ANNEXURE B**

**FORM I(a)**

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

**UNDERTAKING**

To,  
Xelpmoc Design and Tech Limited,  
Bengaluru

I, \_\_\_\_\_ of the Company 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 Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code of Conduct, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and 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 within seven days of execution of the trade.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek fresh pre-clearance.

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

Date:

Name: \_\_\_\_\_

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

\* Indicate number of shares

**ANNEXURE C**

**FORM II**

**Letter of intimation of pre-clearance**

**Date:** \_\_\_\_\_

To  
(Name)  
(Designation)

Dear Sir,

**Ref: Your letter dated \_\_\_\_\_ pertaining to Pre Clearance for Sale / Purchase of Securities:**

With reference to your above application seeking approval for Sale / Purchase of.....shares of the Company detailed therein, we are pleased to inform that you are hereby authorized to undertake the transaction(s) as detailed in your said application. Kindly note that in terms of the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices of the Company, the above mentioned transaction is to be completed from \_\_\_\_\_ to \_\_\_\_\_ 2021 i.e. within seven days of the pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid from \_\_\_\_\_ to \_\_\_\_\_ (i.e. for {1} week). If you do not execute the approved transaction on or before this date you would have to seek fresh pre dealing approval before executing any transaction in the Securities of the Company.

Further, you are required to file the details of the executed transactions within seven {7} days from the date of transaction. In case the transaction is not undertaken a "Nil" report shall be necessary.

In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading of the Company take note of the following:

1. The disclosure shall be made within two working days of :-
  - o The receipt of intimation of allotment of shares, or
  - o The acquisition of shares or voting rights, as the case may be
2. There shall be no opposite direction transaction during the next six months following their prior transaction.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

**For & on behalf of Xelpmoc Design and Tech Limited**

\_\_\_\_\_  
**Company Secretary & Compliance Officer**

**ANNEXURE D**

**FORM III**

Date:

To,  
The Compliance Officer,  
**Xelpmoc Design and Tech Limited**  
Bengaluru

Dear Sir,

**Sub: Intimation pertaining to purchase / Sale (Strike through whichever is not applicable) of shares of Xelpmoc Design and Tech Limited (“The Company”).**

This is with reference to approval letter dated ..... for purchase / Sale of shares of the Company. The following are the details of the shares purchased / Sold by me.

<b>Sr. No.</b>	<b>Date of Purchase / Sale</b>	<b>No. of Shares for which approval was granted</b>	<b>No of Shares actually purchased / Sold</b>	<b>Purchase / Sale Price</b>
1				
2				
3				

I request you to take the aforesaid information on your record.

Thanking you,

Yours truly,

\_\_\_\_\_  
Signature

Name:

**ANNEXURE E**

**FORM A**

**Securities and Exchange Board of India (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 relatives to / others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	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		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		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
1	2	3	4	5	6	7	8	9	10	11

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

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

Name & Signature:

Designation:

Date:

Place:

**ANNEXURE F**

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director / KMP / Promoter]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relative to / others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP	% of Share holding		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		
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11	12

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

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

Name & Signature:

Designation:

Date:

Place:

**ANNEXURE G**

**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 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 / 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/ 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 H**  
**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:

**ANNEXURE I**

**DISCLOSURE BY DESIGNATED PERSONS**

*[Pursuant to Clause 14 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

Date:

To,

**Compliance Officer**

**Xelpmoc Design and Tech Limited**

#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> 'A' cross, 5<sup>th</sup>

Block, Koramangala, Bengaluru - 560034

Dear Sir / Madam,

**Subject: Disclosure in compliance with the 'Code of Conduct' and SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT")**

This is with reference to the **One time Disclosure** as required under Clause 13 (4) of the 'Code of Conduct' framed by Xelpmoc Design and Tech Limited (the "**Company**") and in terms of Clause 14 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of Designated Person**

<b>Name(s) of Educational Institutions</b> (from which designated persons have graduated)	
<b>Name(s) of Past Employers</b>	

I declare that I am fully aware of the provisions of the Code of Conduct. I hereby confirm and certify that I have been in compliance with the One Time Disclosure of Designated Person pursuant to Clause 13 (4) of the Code of Conduct.

This declaration may be relied upon by the Company and its officers for the purpose of any filing/disclosure to be made by or on behalf of the Company in accordance with the SEBI PIT, Equity Listing Regulations or any applicable law.

Regards,

**Name, Signature & Designation of the Designated Person**

**Extract of clause 14 of Schedule B of SEBI PIT:**

*“Designated persons shall be required to disclose 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.*

**ANNEXURE J**

**ANNUAL DISCLOSURE BY DESIGNATED PERSONS**

*[Pursuant to Clause 14 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

**Date:** \_\_\_\_\_

To,  
**Compliance Officer**  
**Xelpmoc Design and Tech Limited**  
#17, 4<sup>th</sup> Floor, Agies Building, 1<sup>st</sup> 'A' cross, 5<sup>th</sup>  
Block, Koramangala, Bengaluru - 560034

Dear Sir / Madam,

**Subject: Disclosure in compliance with the 'Code of Conduct for prevention of insider trading' and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("SEBI PIT") for the financial year March 31**

This is with reference to the **Annual Disclosure** for Financial Year March 31, \_\_\_\_\_, as required under Clause 13(4) of the 'Code of Conduct for prevention of insider trading' framed by Xelpmoc Design and Tech Limited (the "**Company**") and in terms of Clause 14 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Names, Permanent Account Number (PAN) or any other identifier authorized by law and details as prescribed in Clause 14 of Schedule B of SEBI PIT**

Particulars	Name (s)	PAN No / or any other identifier authorized by law	Phone, mobile and cell numbers which are used by them
<b>Designated Person (DP)</b>			
<b>Immediate Relatives *</b>			
Spouse of Designated Person			
Father of Designated Person			
Mother of Designated Person			
Brother(s) of Designated Person			
Sister(s) of Designated Person			
Son(s) of Designated Person			
Daughter(s) of Designated Person			
Father of Spouse of DP			
Mother of Spouse of DP			

Brother(s) of Spouse of DP			
Sister of Spouse of DP			
Son(s) of Spouse of DP			
Daughter(s) of Spouse of DP			
<b>Persons with whom such designated person(s) shares a Material Financial Relationship#</b>			

- *“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 (Regulation 2 (f) of SEBI PIT).*
- *Kindly insert the row, if the numbers of immediate relatives are more than space provided above in form.*

*#The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions*

I declare that I am fully aware of the provisions of the Code of Conduct for prevention of insider trading and SEBI PIT. I hereby confirm and certify that I have been in compliance with the Annual Disclosure of Designated Person pursuant to Clause 13 (4) of the Code of Conduct for prevention of insider trading for the Financial Year March 31,\_\_\_\_\_.

This declaration may be relied upon by the Company and its officers for the purpose of any filing/disclosure to be made by or on behalf of the Company in accordance with the SEBI PIT, SEBI Listing Regulations or any applicable law.

Regards,

**Name, Signature & Designation of the Designated Person**

**NOTE:** *The Designated person shall disclose immediately of any change in the names (along with their Permanent Account number or any other identity authorized by law and such person’s phone, mobile and cell numbers used by them) as and when the information changes.*

**Extract of clause 14 of Schedule B of SEBI PIT:**

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

*a) immediate relatives*

*b) persons with whom such designated person(s) shares a material financial relationship*

*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 onetime basis.*

*Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.”*

**ANNEXURE K**

**Report by Xelpmoc Design and Tech Limited for violations related to Code of Conduct under SEBI  
(Prohibition of Insider Trading) Regulations, 2015.**

Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/ Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of:  <input type="checkbox"/> Listed Company  <input type="checkbox"/> Intermediary  <input type="checkbox"/> Fiduciary	
3.	<b>A. Details of Designated Person (DP)</b>	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	<b>B. If Reporting is for immediate relative of DP</b>	
	i) Name of the immediate relative of DP	
	ii) PAN of the immediate relative of DP	
	<b>C. Details of Transaction(s)</b>	
	i) Name of the scrip	
	ii) No of shares traded (which includes pledge) and value (Rs) (Date-wise)	
	<b>D. In case value of trade(s) is more than Rs 10 lacs in a calendar quarter –</b>	
	i) Date of intimation of trade(s) by concerned DP/director/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii) Date of intimation of trades(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/Fiduciary	
6	Reasons recorded in writing for taking action stated above	



7	Details of the previous instances of violations, if any, since last financial year	
8	If any amount collected for Code of Conduct violation (s)	
	i. Mode of transfer to SEBI – IEPF (Online / Demand Draft)	
	ii. Details of transfer/ payment	
	In case of Online:	
	<b>Particulars</b>	<b>Details</b>
	Name of the transferor	
	Bank Name, branch and Account number	
	UTR/Transaction reference Number	
	Transaction date	
	Transaction Amount in (Rs.)	
	In case of Demand Draft (DD):	
	<b>Particulars</b>	<b>Details</b>
	Bank Name and branch	
	DD Number	
	DD date	
	DD amount (in Rs.)	
9	Any other relevant information	

Yours sincerely,

Date  
Place

Name and signature of Compliance Officer  
PAN:  
Email id: