



**Code of Conduct to Regulate, Monitor and Report Trading  
by Designated Persons & their Immediate Relatives**

<b>Version</b>	<b>Approval Date</b>	<b>Prepared By</b>	<b>Approved By</b>
V1	06.11.2019	Compliance	Board of Directors
V2	15.08.2020	Compliance	Board of Directors
V3	08.11.2022	Compliance	Board of Directors
V4	09.02.2023	Compliance	Board of Directors
V5	30.08.2023	Compliance	Board of Directors
V6	09.05.2024	Compliance	Board of Directors
V7	08.08.2024	Compliance	Board of Directors
V8	19.05.2025	Compliance	Board of Directors

## 1. Background

- 1.1. Regulation 9 read with Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations / Insider Trading Regulations**"), as amended from time to time mandates formulation of a Code of Conduct to regulate, monitor and report trading by Designated Persons & their Immediate Relatives.
- 1.2. The Board of Directors of Vivriti Capital Limited ("**Company**") formulated and approved this Code for the Company in accordance with the applicable provisions.

## 2. Preamble and Objective

- 2.1. The Schedule B of PIT Regulations becomes applicable to the Company as it has listed securities. Further, since the Company acts as a fiduciary to its clients, Schedule C of the PIT Regulations also becomes applicable.
- 2.2. This Code sets out the standards to be adopted by the Designated Persons and their immediate relatives, from the perspective of being a regulated listed entity (*Part I of the Code*) and a fiduciary (*Part II of the Code*).
- 2.3. This Code has the following objectives:
  - 2.3.1. To preserve the confidentiality of UPSI of the Company and its Client Companies;
  - 2.3.2. To prevent misuse of UPSI of the Company and its Client Companies;
  - 2.3.3. To regulate an Insider, including Designated Person & his/ her Immediate Relatives, Connected Persons, employees and any other person from Trading in the Listed Securities of the Company and Client Companies while in possession of UPSI.
  - 2.3.4. To ensure fair conduct of trading by the Insider of the Company and subsequent reporting's thereunder.
  - 2.3.5. To lay down procedure for inquiry in case of leak of any UPSI.
  - 2.3.6. To ensure compliance with all applicable laws and regulations, thereby achieving highest standards of corporate governance.

## 3. Scope and applicability

This Code is applicable on all Designated Persons (including immediate relatives of Designated Persons).

## 4. Definitions

- 4.1. '**Act**' means Securities and Exchange Board of India Act, 1992 as amended from time to time.

- 4.2. **'Audit Committee'** means the Audit Committee of the Board of Directors constituted under Section 177 of the Companies Act, 2013 and Regulation 62F of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.3. **'Board' or 'Board of Directors'** shall mean the Board of Directors of the Company.
- 4.4. **'Code'** shall mean this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & their relatives and Connected Persons in Securities of the Company, as amended from time to time.
- 4.5. **'Code of Fair Disclosure'** shall mean the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 4.6. **'Company' or 'VCL'** means Vivriti Capital Limited.
- 4.7. **'Chief Investor Relations Officer [CIRO]'** is the person to deal with dissemination of information and disclosure of unpublished price sensitive information, and the Company Secretary & Compliance Officer of the Company is designated as the Chief Investor Relations Officer [CIRO].
- 4.8. **'Client Company(ies)'** means any entity which has its securities listed on any recognised stock exchange, in which the Company holds any exposure, both fund and non-fund based.

For avoidance of doubt, it is clarified that exposure made in such companies shall be inclusive of investments made and loans & advances provided.

- 4.9. **'Compliance Officer'** means the Company Secretary & Compliance Officer of the Company, who is designated as the Compliance Officer pursuant to Insider Trading Regulations unless the Board designates any other person in this regard.
- 4.10. **'Connected Person'** means the Connected Person defined under Regulation 2(d) of Insider Trading Regulations, including any amendments made thereunder.
- 4.11. **'Contra Trade'** means a trade or transaction which involves buying or selling any number of Listed Securities of the Company / its Client Companies and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- 4.12. **'Director'** shall mean and include a member of the Board of Directors of the Company.
- 4.13. **'Designated Persons'** means all the following employees given below of the Company, including the Promoters and Board of Directors:

- a) up to two (2) level below the Board of Directors, irrespective of position or designation
- b) who directly report into the Managing Director or Board of Directors or any statutory Committee thereof
- c) contractual employees who fall in above criteria listed in point (a) to (b)
- d) Any support staff of the company such as IT staff or secretarial staff who have access to unpublished price sensitive information
- e) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI in the organization by their board of directors

Provided that in case any employee of the Company has access to unpublished price sensitive information of the Company / its Client Companies, such person(s) shall be deemed as Designated Person(s) under this code irrespective of whether the individual is covered under point (a) to (d) above or not.

**Provided further that** if any functional head of any respective division submits the name of Designated Persons from his/her division, then such list shall in addition to the above ones mentioned in point (a) to (d) above.

- 4.14. **‘Generally Available Information’** means information that is accessible to the public on a non- discriminatory basis or such other information as defined under Regulation 2(e) of Insider Trading Regulations.
- 4.15. **‘Insider Trading Regulations’** means SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- 4.16. **‘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 Listed Securities or any other person as defined under Regulation 2(f) of Insider Trading Regulations.
- 4.17. **‘Informant’** means an individual(s), who voluntarily submits to SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;
- 4.18. **‘Insider’** means any person who is:
  - a. A Connected Person; or
  - b. In possession of or having access to Unpublished Price Sensitive Information;

- 4.19. **'LODR Regulations'** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.20. **'Leak of UPSI/ Suspected Leak of UPSI'** shall refer to such act(s)/ circumstance(s) by virtue of which an UPSI is made available or becomes available or may become available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement in public domain and which shall also include any purported attempt thereof.
- 4.21. **'Legitimate purposes'** - Following may constitute sharing of information for legitimate purposes:
- 4.21.1. 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
- 4.21.2. with such persons who have expressly agreed in writing to keep the information confidential and not trade in the Listed Securities of the Company / its Client Companies based on such information, and
- 4.21.3. includes such other information as may be decided by the Board, from to time.
- 4.22. **'Securities'** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of mutual funds.
- 4.23. **'Structured Digital Database (SDD)'** means a digital database created, updated and maintained by the Company as per the provisions of the Insider Trading Regulations 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. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 4.24. **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any Listed Securities, as defined under Regulations 2(I) of Insider Trading Regulations and "trade" shall be construed accordingly.

- 4.25. **‘Trading Plan’** is a plan submitted to the Compliance Officer by an Insider who has knowledge or is in possession of UPSI, his or her intention to trade in the Listed Securities of the Company / its Client Companies over a given period of time.
- 4.26. **‘Unpublished Price Sensitive Information’** means any information, relating to a company or its Listed Securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of such Securities and shall ordinarily include such information as provided under Regulation 2(n) of Insider Trading Regulations.

**Explanation:**

- a) Word and expressions not defined in this Code, shall have the same meaning as specified under the Insider Trading Regulations, Act, Securities Contracts (Regulation) Act, 1956, LODR Regulations, the Depositories Act, 1996, Companies Act, 2013 and/ or such other notification/ circular/ guidance note/ regulation/ guidelines, issued by the SEBI or any other regulatory/ statutory body from time to time.
- b) Wherever appropriate in this Code, a singular term shall be construed to mean the plural where necessary, and a plural term the singular. Similarly, any masculine term shall also be construed to mean the feminine or any other gender and vice versa.
- c) Wherever the Company acts as fiduciary or intermediary, provisions related to this Code such as disclosure requirements, SDD entries, restrictions on trading, pre-clearance, etc. shall apply same as applicable otherwise in this Code for the Company to the extent possible.

***PART – I of the Code – Trading in Listed Securities of the Company***

**5. General Conditions for trading in Listed Securities of the Company:**

- 5.1. The Compliance Officer shall ensure the adherence of all the policies, codes, processes and procedures formulated and adopted by the Company for the preservation of UPSI and monitor the compliances and implementation of all the provisions specified in the Insider Trading Regulations.
- 5.2. The Compliance Officer shall assist any Insider / employee approaching him/ her in addressing any queries regarding adherence to the provisions or reporting requirements of this Code. These queries may include determination of whether a person or entity is an Insider or whether an information is UPSI or what kind of reporting or disclosures does the Insider need to make and so on. All these queries/ clarifications shall be raised through emails at [co@vivriticapital.com](mailto:co@vivriticapital.com) and responses shall be given by the Compliance Officer marked as “Confidential – Insider Trading Regulation”.

- 5.3. Further, any leak/ suspected leak of UPSI shall be reported to the above given email id with the subject line - “CONFIDENTIAL – WHISTLE BLOWER MECHANISM” and shall also mark the Audit Committee Chairperson at [whistleblower@vivriticapital.com](mailto:whistleblower@vivriticapital.com)
- 5.4. For recording UPSI on Structured Digital Database, the Compliance Officer shall apprise all the employees and Designated Persons to mark respective email IDs, being [upsi.internal@vivriticapital.com](mailto:upsi.internal@vivriticapital.com) or [upsi.external@vivriticapital.com](mailto:upsi.external@vivriticapital.com) in email communications wherever any UPSI of the Company is being shared, internally or externally. These are the common email IDs of Company and any additional team specific email IDs may be created based on requirements, if any.
- 5.5. Dissemination and public disclosure of UPSI shall be as prescribed under the Code of Practices and Procedures for Fair Disclosure of UPSI formulated by the Company as per the provisions of Regulation 8(1) of Insider Trading Regulation.
- 5.6. The Compliance Officer shall monitor trades by the Designated Persons, verify, approve or reject trading plans, seek disclosures/ declarations as per provisions of Regulation 5 of Insider Trading Regulation, and grant or reject pre-clearance for dealing in Listed Securities of the Company subject to trading window restrictions. The Compliance officer shall notify the trading plan to the stock exchanges within the timelines prescribed under Insider Trading Regulations and ensure that once approved, the trading plans shall be irrevocable.
- 5.7. The Compliance Officer shall obtain all the declarations/ information as may be required from time to time from the identified Designated Persons for ensuring compliance of the Insider Trading Regulations.
- 5.8. Upon the violations of this Code, the Compliance Officer shall seek written explanation from the Insider and any such violations shall be reported by the Compliance Officer to the Audit Committee or Board of Directors, upon becoming aware of the same, based on the nature of the violation.
- 5.9. The Audit Committee & Board of Directors of the Company reserves the right to take such action as may be deemed necessary against the violation so reported on a case-to-case examination. In case any profits are made out of such violated trade, the same shall be liable to be disgorged for remittance to the Securities Exchange Board of India for credit to the Investor Protection and Education Fund.
- 5.10. The Compliance Officer shall make timely intimations to stock exchange(s) in line with Insider Trading Regulations and SEBI of receipt of declarations/ disclosures as well as violations under this Code.

## 6. Trading window closure:

- 6.1. The Compliance Officer shall notify a 'trading window closure' during which the Designated Persons or their immediate relatives shall not Trade in the Company's listed securities till the end of 48 hours after UPSI disclosed in public domain or become Generally Available Information. The said intimation shall also be filed with the stock exchange(s) and uploaded on the website of the Company.
- 6.2. The trading window for every Insider shall remain closed from the end of every quarter till 48 hours after the declaration of financial results. Non-Receipt of Communication with respect to window closure after the end of quarter shall not be treated as a justification for violation of this provision. The posting of the said notice shall be sufficient to presume that designated persons are aware of trading window closure.
- 6.3. Trading window may also be closed in the event of leak or suspected leak of UPSI. The trading window in such cases may be opened after the inquiry into leak or suspected leak is completed.
- 6.4. The trading window closure restrictions shall not apply in the cases specified under Regulation 4 of Insider Trading Regulation, as amended from time to time.
- 6.5. The trading window shall also 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;
- 6.6. The trading window shall be re-opened by the Compliance Officer after 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 48 hours after the information becomes generally available.

## 7. Trading Plan for trading in Listed Securities of the Company

- 7.1. An Insider specifically those in perpetual possession of UPSI 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. The trading plan shall be submitted through the designated portal provided by the Company.
- 7.2. Such trading plan shall (i) not entail commencement of trading on behalf of the insider earlier than 120 calendar days from the public disclosure of the plan; (ii) not entail overlap of any period for which another trading plan is already in existence; (iii) set out following parameters for each trade to be executed:
  - (A) either the value of trade to be effected or the number of securities to be traded;



(B) nature of the trade;  
(C) either specific date or time period not exceeding five consecutive trading days;  
(D) (*optional*) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, rounded off to nearest numeral, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.; and (iv) not entail trading in listed securities for market abuse.

- 7.3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 7.4. The Trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the Listed Securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law
- 7.5. The Compliance Officer shall approve or reject the Trading Plan within two trading days of receiving it and shall notify the approved plan to the stock exchange(s) on which the securities of the Company are listed on the same day of approval.
- 7.6. Pre-clearance of trades, trading window norms shall not be required for trades executed as per an approved trading plan.
- 7.7. Non-Implementation of Trading Plan: In case of non-implementation (full or partial) of a trading plan due to reasons specified above, the following procedure shall be adopted:
- i. The insider shall intimate the non-implementation (full or partial) of the trading plan to the Compliance Officer within two trading days from the end of the tenure of the trading plan, providing reasons and any supporting documents, if any.
  - ii. Upon receiving the information, the Compliance Officer shall place the details, along with their recommendation to accept or reject the submissions of the insider, before the Audit Committee in its immediate next meeting.
  - iii. The Audit Committee shall decide whether the non-implementation (full or partial) was bona fide or not.

- iv. The Compliance Officer shall notify the decision of the Audit Committee to the stock exchanges on which the securities are listed, on the same day.
- v. If the Audit Committee does not accept the submissions made by the insider, the Compliance Officer shall take action as per the Code of Conduct.

### ***PART – II of the Code – Trading in Listed Securities of Client Companies***

#### **8. General Conditions for trading in Listed Securities of the Client Companies:**

- 8.1. The Company being a fiduciary, shall set out a list containing the names of its Client Companies so that trading in listed securities of such Client Companies is restricted for Insiders of the Company.

However, it is to be noted that any person who is in possession of UPSI shall not trade in the listed securities of the Client Companies irrespective of whether categorized as Insider / Designated Person or not.

- 8.2. The Compliance Officer shall maintain a list of such securities as a “restricted list” or “grey list” (or by whatever name called) which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 8.3. The Designated persons may execute trades in listed securities of Client Companies subject to compliance with Insider Trading Regulations. Trading by Designated Persons shall be subject to pre- clearance by the compliance officer, if the value of the proposed trades is above the stipulated threshold i.e INR 10 Lakhs (Indian Rupees Ten Lakhs only) irrespective of whether the trade is carried out in one transaction or in a series of transactions over a calendar quarter.

### **PART – III of the Code – Other Conditions applicable to both PART I & II above**

#### **9. Roles & Responsibilities of Compliance Officer / CIRO :**

- 9.1. The Compliance Officer shall monitor trades by the Designated Person(s), verify, approve or reject trading plans, seek disclosures/ declarations as per provisions of Regulation 5 of Insider Trading Regulation, and grant or reject pre-clearance for dealing in Listed Securities of the Company subject to trading window closure restrictions. The Compliance officer shall notify the trading plan to the stock exchanges and ensure that once approved, the trading plans shall be irrevocable.
- 9.2. The Compliance Officer shall obtain all the declarations/ information as may be required from time to time from the identified Designated Persons for ensuring compliance of the Insider Trading Regulations.

- 9.3. Upon the violations of this Code, the Compliance Officer shall seek written explanation from the Designated Person(s) or any person to provide opportunity of being heard. Any such violations shall be reported by the Compliance Officer to the Audit Committee or Board of Directors, upon becoming aware of the same, based on the nature of the violation.
- 9.4. The Audit Committee & Board of Directors of the Company reserves the right to take such action as may be deemed necessary against the violation so reported on a case-to-case examination. In case any profits are made out of such violated trade, the same shall be liable to be disgorged for remittance to the Securities Exchange Board of India for credit to the Investor Protection and Education Fund.
- 9.5. The Compliance Officer shall make timely intimations to stock exchange(s) and SEBI of receipt of declarations/ disclosures as well as violations under this Code.

#### 10. Disclosures by Designated Person(s) and their responsibilities

- 10.1. The Designated Person(s) shall submit the requisite details/ disclosures in such form and/ or manner as may be specified in this Code from time to time.
- 10.2. The Designated Person(s) shall provide the name of his/ her immediate relatives, Permanent Account Number or any other identifier authorised by law, holding of any Listed Securities of the Company / Client Companies, contact numbers which are used by them, etc on Annual Basis and as when the information provided by the Designated Person changes. Further, the Designated Person shall also provide all these details regarding the persons with whom the Insider shares a material financial relationship.

*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.*

- 10.3. In addition, names of educational institutions from which Designated Persons have graduated and names of their past employers, may also be required to be disclosed on a one-time basis.
- 10.4. Every Designated Person shall furnish information in relation to sharing of any UPSI in the Structured Digital Database in real time basis and if the information is not emanating from the Company, then the information shall be entered in the Structural Digital Database within two trading days from the date of transaction.

- 10.5. Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group of the Company shall disclose his holding of Listed Securities of the Company / its Client Companies as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. This disclosure shall be in Form A or such other form/format as may be notified.
- 10.6. Every Promoter, member of promoter group, key managerial personnel, director, Designated Person of the Company and their immediate relatives shall furnish a statement of any transaction in Listed Securities of the Company (either acquisition or disposal) by them within two Trading days whether in one transaction or in a series of transactions over a calendar quarter, aggregates a traded value **in excess of INR 10 Lakhs (Indian Rupee Ten Lakhs Only)**. This disclosure shall be in Form B or such other form/format as may be notified.
- 10.7. The Compliance Officer shall thereafter disclose trades, if any, in Listed Securities of the Company within 2 trading days to the stock exchanges in Form No. B or any other format prescribed by SEBI and in case of not receiving any intimation of trade by any such person in Securities of the Company, but in case of becoming aware of any such trade in Securities of the Company, the reporting to stock exchange shall be done suo-moto within 2 trading days of becoming aware of such trade by the Compliance Officer.

**Provided that** no Insider or Designated Person, having possession of UPSI, shall be allowed to trade in the Listed Securities of the Company, with or without permission except in cases where Trading Plan is approved. [Refer Clause 13]

**Provided further that** every Designated Person of the Company shall be allowed to subscribe to listed securities of Company under any public issue but shall not be allowed to trade in the same unless specifically authorized through approved Trading Plan or approved Pre-Clearance requests.

**Provided further that** it is clarified that no person shall be allowed to trade in the Listed Securities of the Company / its Client Companies when he / she is in possession of UPSI and until 48 hours after the UPSI is made generally available.

- 10.8. The Compliance Officer may at his/her discretion necessitate such other Connected Person or Insider, who holds Listed Securities of the Company / its Client Companies to disclose holding and trading in Form C or such other form/format as may be notified, at such frequencies for monitoring compliance.
- 10.9. All Designated Persons shall be required to forward Annual Reporting of level of holdings in securities of the Company with such timeline from the end of the financial year to the Compliance Officer in Form D or such other form/format as may be notified.

## 11. Reporting

- 11.1. The Managing Director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements of PIT regulations in order to prevent insider trading including such systems and internal controls as prescribed under Regulation 9A of PIT Regulations
- 11.2. The Compliance Officer of the Company shall report on the adequacy and effectiveness of internal controls to ensure compliance to the Insider Trading Regulation to the Board and Audit Committee at such intervals as prescribed by the Board but not less than once in a year;
- 11.3. The Company shall also ensure uniform and universal dissemination of unpublished price sensitive to avoid selective disclosure in line with the Code of Fair Disclosure of the Company;
- 11.4. The Company shall maintain a database of violations to entail initiation of appropriate action against them.

## 12. Protection against retaliation and victimization for employee who files a Voluntary Information Disclosure Form to SEBI

- 12.1. Any employee of the Company may intimate the information pertaining to any violation of the Securities Laws that has occurred, is occurring or has reasonable belief that is about to occur by filing a Voluntary Information Disclosure Form to SEBI.
- 12.2. Any such employee shall not require to notify the Company about any Voluntary Information Disclosure Form filed with the Board or to seek prior permission or consent or guidance of any person engaged by the Company before or after such filing.
- 12.3. The Company has suitable protection to the employee who files a Voluntary Information Disclosure Form to SEBI and also the Company shall not take any action such as discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure in Form M or such other form/format as may be notified.

## 13. Protection to informants

- 13.1. Complaints regarding any violation of the Regulations can be made by an person or an informant as per this Code on Insider Trading or Company's Whistle Blower Policy.

- 13.2. Necessary and appropriate protection shall be provided to the Employee filing Voluntary Information Disclosure Form in the prescribed format with SEBI, against victimization, discrimination, disadvantage, retaliation or harassment till such time that the complainant's employment subsists with the Company, its subsidiaries or affiliates. In case of anonymity, the ability to provide such protection is reduced

14. **Sharing of UPSI for legitimate purposes**

- 14.1. The Company shall ensure that UPSI is shared strictly on a 'need to know basis' until and unless it becomes a generally available information.

15. **Chinese wall policy**

**15.1. Norms for appropriate Chinese Walls procedures & processes will be as under:**

- 15.1.1. To prevent the misuse and inadvertent spread of confidential information, the Company shall separate those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/ marketing or other departments providing support services, not having access to UPSI and considered "public areas".
- 15.1.2. The employees in the inside area shall not communicate any unpublished price sensitive information to any one in public area, otherwise for legitimate purpose and for carrying out specific roles.
- 15.1.3. The employees in inside area may be physically segregated from employees in public area.
- 15.1.4. Demarcation of the various departments as inside area may be implemented by the Company.
- 15.1.5. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer
- 15.1.6. The Designated Persons within the Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breaches of the Chinese Wall must be reported to the Compliance Officer immediately.

15.1.7. CISO and/or Compliance Officer shall report to the Managing Director of any breach of Chinese Wall procedures by any person immediately and if the breach is serious also make a report to the Audit Committee of the Board.

## 16. Report of actual or suspected leak of UPSI

Any leak/ suspected leak of UPSI shall be reported to the [co@vivriticapital.com](mailto:co@vivriticapital.com) with the subject line - "CONFIDENTIAL – WHISTLE BLOWER MECHANISM" and shall also mark the Audit Committee Chairperson at [whistleblower@vivriticapital.com](mailto:whistleblower@vivriticapital.com).

On becoming aware of actual or suspected leak of UPSI of the Company, the CISO shall ensure that the inquiry is undertaken by such Committee / Board of the Company. The Board of the Company may also authorize / constitute a Committee to undertake the inquiry process in a fair and transparent manner. The Committee / Board shall conduct a preliminary inquiry to ascertain the truth contained in the information or complaint and shall take such steps as may be necessary, expedient and decide on the course of action including any disciplinary action if required to be taken. The report on such actual or suspected leak and results thereof shall be promptly informed to SEBI upon conclusion of the inquiry.

In case of leak of UPSI of Client Companies, the same may be notified by the CISO forthwith to the respective companies for appropriate action.

## 17. Pre-clearance of trades

- 17.1. When the trading window is open for Listed Securities of the Company / Client Companies', trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades, either singly or through a series of transactions in a calendar quarter in excess of **INR 10 Lakhs (Indian Rupee Ten Lakhs Only)**;
- 17.2. Prior to approving/ clearing any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. She/he shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate;
- 17.3. Such pre-clearance request and aforesaid declaration shall be in a format provided in "**Form F and G**" or such other form/format as may be notified.
- 17.4. The pre-cleared trades shall be executed within a maximum period of 7 trading days by the Designated Person. In case of any failure to execute the same, fresh clearance would be required;
- 17.5. A Designated Person who is permitted to trade, shall not execute a contra-trade for a defined period, which shall not be less than 6 months. 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 the Insider Trading Regulations;

17.6. Should 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 Board for credit to the Investor Protection and Education Fund administered by SEBI.

17.7. This shall not be applicable for trades executed pursuant to exercise of stock options;

#### 18. Structured Digital Database of recipient of UPSI

As required under Regulation 3(5) of the SEBI Regulations, Compliance Officer as may be authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared and the same shall be preserved for a period of atleast 8 years, along with the following information pertaining to the recipients;

- a. Name of the person who has shared the UPSI
- b. Name of such recipient of UPSI;
- c. Name of the Organization or entity which the recipient represents
- d. Postal Address and E-mail ID of such recipient
- e. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.
- f. Nature of UPSI and purpose and mode of sharing of UPSI

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

All the aforesaid sharing of UPSI shall be updated in the database on real time basis from the sharing of such information. In case of any technical glitches, the same shall be reported to the Compliance Officer at [co@vivriticapital.com](mailto:co@vivriticapital.com) immediately. The information pertaining which is not emanating from within the organization shall be updated within 2 working days.



## 19. Penalty for Contravention

- 19.1. Any Insider who deals in the Listed Securities of the Company / Client Companies in contravention of the provisions laid under this code, shall be held liable and guilty for the contravention/ breach of the provisions of this Code and/ or Insider Trading Regulation.
- 19.2. Any Insider who violates the provisions of the Code or Insider Trading Regulation shall be liable for the following penal/disciplinary actions by the Company.

Sl. No	Contravention	Penal / Disciplinary Actions that may be taken
1.	Non-submission of forms and disclosures as required under the Code.	Penalty as decided by the Board after the recommendation from Audit Committee
2.	Contra Trade being executed, inadvertently or otherwise, in violation of PIT Regulations.	The profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
3.	Any other contravention	Penalty as decided by the Board after the recommendation from Audit Committee.
4.	Giving recommendation directly or indirectly on the basis of UPSI	
5.	Communication of UPSI in violation of these Rules or the SEBI Regulations.	
6.	Deviation from the Trading Plan	

- 19.3. Upon determination of any violation of the Regulations in relation to the Listed Securities of the Company, in accordance with this Code and the Insider Trading Regulations, the Compliance Officer shall promptly inform the Stock Exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.
- 19.4. Any amount collected from the above contraventions shall be remitted to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

## 20. Review

- 20.1. The Board reserves the power to review and amend this Code at such intervals as it may deem fit. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time.
- 20.2. The Audit Committee and the Board of Directors shall be empowered to amend, modify, interpret this Code..
- 20.3. In case of any amendment(s), clarification(s), circular(s) etc., issued by the relevant statutory authority, governmental and regulatory authority are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc., shall prevail upon the provisions hereunder.

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on  
becoming a Key Managerial Personnel/Director/ Promoter/ Member of  
the 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 the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, 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 KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

<b>Open Interest of the Future contracts held at the time of appointment of Director /KMP or upon becoming Promoter/member of the promoter group</b>	<b>Open Interest of the Option Contracts held at the time of appointment of Director /KMP or upon becoming Promoter/ member of the Promoter Group</b>
--	---

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:

Department:

Date:

Place:

FORM B

**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	1 3	1 4	1 5

**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	

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

Name & Signature:

Designation:

Department:

Date:

Place

**FORM C (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	Connect ion with company	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 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)	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 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:

Place:



Form D  
Annual Reporting of level of holdings in securities of the Company

Date of Submission:	
1. Initial Disclosure:	_____
2. Annual Disclosure: For the year <del>as on date of submission:</del>	_____

**(Please mark appropriate one of the above)**

To  
Compliance Officer  
Vivriti Capital Limited  
Chennai

**Reg: Annual Reporting of level of holdings in securities of the Company**

- I. Pursuant to the disclosure requirements of the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities (Equity & Debt) of the Company, I hereby disclose that I hold below securities / do not hold any securities of Vivriti Capital Limited (*strike out whichever is not applicable*) as on date of submission:

PAN No.	DP Id No	Client Id No/ Folio No.	ISIN	No of Securities

- II. The following is the list of my Immediate Relative(s)<sup>1</sup> and details of Listed Securities held by them in Vivriti Capital Limited.

Name	PAN No.	Nature of Relations hip	DP Id No	Client Id No/ Folio No.	ISIN	No of Securities

---

<sup>1</sup> "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.

I hereby declare and undertake that the information disclosed above is true and correct to the best of my knowledge and belief.

---

Signature

Name:

Designation:

Department:

Form E  
Certificate on reading and understanding the requirements of the Code

**Date:** [●]

To  
Compliance Officer  
Vivriti Capital Limited  
Chennai

Dear Sir,

**Reg: Certificate on reading and understanding the requirements of the Code**

I have received, read, and understood the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company and hereby undertake, as a condition to my present and continued affiliation /employment with Vivriti Capital Limited to comply fully with the policies and procedures contained therein and any modifications made to it by the Company from time to time and as furnished to me.

Signature

**Name:** [●]

Designation: [●]

Department:

## Form F

**Date:** [●]

To  
Compliance Officer  
Vivriti Capital Limited  
Chennai.

Dear Sir,

Sub: Request for pre-clearance for Trading in Securities of the Company.

Pursuant to the procedure laid down for the dealing in Securities of the Company, I hereby submit the following for your pre-clearance.

1	Name of the applicant	
2	Designation	
3	Department	
4	Relationship with the applicant (Self / Immediate Relative)	
5	Number & Class of securities held as on date	
6	Folio No. / DP ID / Client ID No.	
7	Nature of transaction (Purchase / Subscription/ Sale / Pledge / Gift/ Any other purpose (please specify))	
8	Proposed date of dealing in securities	
9	Estimated number of securities proposed to be purchased/ subscribed / sold/ pledged / gifted	
10	Current market price (as on date of application)	
11	Whether the proposed transaction will be through stock exchange or off-market deal	
12	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

Further, I enclose the Undertaking as envisaged in the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company (Code) for your records. I confirm that I have read the Code and am not in possession of Unpublished Price Sensitive Information relating to the Company when I am purchasing or selling the above Securities. The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to sell/purchase the Securities.

Signature

**Name:** [●]

Designation: [●]

*(Note: Strike off whichever is not applicable)*

[Form G](#)

Undertaking with respect to pre clearance

This UNDERTAKING is executed for Trading in Securities of Vivriti Capital Limited by Mr/Ms. \_\_\_\_\_ S/o / W/o / D/o \_\_\_\_\_ residing at \_\_\_\_\_ (hereinafter referred to as employee/director) in favour of Vivriti Capital Limited, a company incorporated under the Companies Act, 2013 and having its registered office at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai - 600002 (Hereinafter referred to as the "Company").

WHEREAS the Company has, in terms of Regulatory requirements, put in place the Internal Code of Conduct for Prevention of Insider Trading in the Listed/ Proposed to be Listed Securities of the Company (Hereinafter referred to as the "Code"),

AND WHEREAS, the Code provides that the Designated Person of the Company must comply with the pre-clearance procedure before dealing in any Securities of the Company.

NOW THIS UNDERTAKING WITNESSETH AS UNDER:

1. I \_\_\_\_\_ Emp. No. \_\_\_\_ (Designated Person) of \_\_\_\_\_ (Name of the company), do hereby undertake to adhere to the terms, conditions and restrictions contained in the Code, as are currently in force.
2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Code.
3. That, I do not have access to, or have not had access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) by virtue of my position or connection in the Company or otherwise, up to the time of signing this Undertaking.
4. I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
5. I undertake to submit the necessary reporting within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
6. That, in case I have access to or receive or am in possession of UPSI after the signing of the Undertaking but before the execution of the transaction, I shall inform the Compliance Officer.

Or

By virtue of my position in the Company I have access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) or I may be deemed to perpetually in possession of UPSI. Hence, I have

submitted a Trading Plan to you on \_\_\_\_\_. I am now proposing to trade in the Securities of the Company as per my application dated \_\_\_\_\_ in compliance of the Trading Plan.

7. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.
8. That, I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading Window is closed.
9. I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
10. I undertake to submit the necessary reporting within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;

Or

That I have access to and in possession of UPSI by virtue of my office as Director / KMP/Promoter or Member of Promoter group/ Connected Person/ Designated Person and that I would completely refrain from dealing in the Securities of the Company until 48 hours after such information becomes public.

11. That, I have not contravened the rules and other provisions contained in the Code currently in force.
12. That, I have made full and true disclosure in the matter.
13. That, I hereby indemnify the Company as below.
  - a. To hold the Company and the Compliance Officer faultless in the event of any investigation against me for insider trading by any regulatory authority.
  - b. To make good to the Company and the Compliance Officer all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority / authorities into any of the transactions entered into by me in dealing with the Securities of the Company.
  - c. To compensate the Company and the Compliance Officer for and towards all legal expenses incurred in defending itself in such investigations, including advocates' fees.
14. That, I shall be liable for punitive action and/or Company imposed sanctions for contravention of the Code apart from any action that may be taken against me by any regulatory authorities if it is proved that I have violated the SEBI (Prohibition of Insider

Trading) Regulations,2015.

15. That, I shall be bound by the Laws of India, in respect of this Undertaking and shall be subject to the jurisdiction of the Courts at Tamil Nadu only.

IN WITNESS WHEREOF THIS UNDERTAKING HAS BEEN EXECUTED ON THIS DATE OF\_  
\_\_\_\_\_AND AT\_\_\_\_\_.

By : \_\_\_\_\_

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

Designation: \_\_\_\_\_

**Witness:**

1. By :[●]  
Name :[●]  
Designation :[●]

2. By :[●]  
Name :[●]  
Designation :[●]

*(Note: Strike off whichever is not applicable)*



FORM H  
Trading Plan for Approval

Date: [●]

To  
Compliance Officer  
Vivriti Capital Limited  
Chennai.

Dear Sir,

Sub: Trading plan for approval.

Pursuant to the procedure laid down for the dealing in Securities of the Company, I hereby submit following Trading plan for your approval.

1	Name of the applicant	
2	Designation	
3	Department	
4	Relationship with the applicant (Self / Immediate Relative)	
5	Number & Class of securities held as on date	
6	Folio No. / DP ID / Client ID No.	
7	Nature of transaction (Purchase / Subscription/ Sale / Pledge / Gift/ Any other purpose (please specify))	
8	Proposed date of dealing in securities	
9	Estimated number of securities proposed to be purchased/ subscribed / sold/ pledged / gifted	
10	Tranches of proposed trade and calendar for one year (after the plan is published)	
11	Whether the proposed transaction will be through stock exchange or off-market deal	
12	The interval or dates on which the trade shall be effected	
13	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

Further, I undertake that this trading plan is in compliance with regulation 5 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015. I confirm that I have read the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company and am not in possession of Unpublished Price Sensitive Information relating to the Company when I am purchasing or selling the above Securities. The above is full and true disclosure in the matter. In the light of the above, please communicate your approval to enable me to execute this Trading plan.

Signature

Name :

**Designation :**

Department:

*(Note: Strike off whichever is not applicable)*

FORM I  
Reporting of trades executed / decided not to trade

Date:

[●]

To  
Compliance Officer  
Vivriti Capital Limited  
Chennai.

Dear Sir,

Sub: Reporting of trades executed / decided not to trade and its reasons

Pursuant to the procedure laid down for the dealing in Securities of the Company, for your record I hereby submit; the following details of trades executed on;

1) Name of Designated Person	
2) Emp. ID	
3) Designation and Department	
4) Date of Pre-Clearance Approval	
5) No. of Securities sold / purchased	
6) Value of Transaction (in Rs.)	
7) Class of Securities	Debenture
8) Depository Participant ID	
9) Client ID/ Folio No.	
10) Any other details	

Or

that I decided not to trade due to the following reasons;

- a.
- b.

Signature

Name :

**Designation** :

Department:

*(Note: Strike off whichever is not applicable)*

## FORM- J

Annual disclosure from Designated Persons regarding their immediate relatives and Changes of such information (if any) under SEBI (Prohibition of Insider Trading) Regulations, 2015

**From:**

**Date:**

**Shri/Smt.:** \_\_\_\_\_

**Address:** \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**PAN No./Aadhar/Passport No.**

\_\_\_\_\_

**\*Designation:** \_\_\_\_\_

**\*Employee code:** \_\_\_\_\_

**Mobile Number:** \_\_\_\_\_

**Names of Educational Institution from which graduated:** \_\_\_\_\_

**Names of past employer:** \_\_\_\_\_

**To**

**Compliance Officer**

Vivriti Capital Limited

Chennai.

Dear Sir,

**Sub:** Disclosure regarding details of immediate relatives or Change of such information (if any)

In terms of the requirement of The Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, for periodic disclosures, the Disclosure regarding details of immediate relatives or Change of such information (if any) is furnished herewith:

Name of the immediate relative	Nature Relationship	Nature of Change in information already given (if any)	Phone and Mobile	PAN or Other Identifier i.e. Aadhar/Passport No. etc.,

**Thanking You**

**Signature**

## FORM - K

Other disclosure including disclosure of persons with whom Designated Person(s) shares a Material Financial relationship under SEBI (Prohibition of Insider Trading) Regulations, 2015

**From:**

**Date:**

**Shri/Smt.:** \_\_\_\_\_

**Address:** \_\_\_\_\_

\_\_\_\_\_

**PAN No./Aadhar/Passport No.**

\_\_\_\_\_

**\*Designation:** \_\_\_\_\_

**\*Employee code:** \_\_\_\_\_

**Mobile Number:** \_\_\_\_\_

**Names of Educational Institution from which graduated:** \_\_\_\_\_

**Names of past employer:** \_\_\_\_\_

**To**

**Compliance Officer**

Vivriti Capital Limited

Chennai.

Dear Sir,

**SUB:** Other Disclosure including disclosure of persons with whom Designated Person(s) shares a Material financial relationship

In terms of the requirement of The Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, for periodic disclosures the disclosure with whom I have a material financial relationship is furnished herewith:

Name of the persons with whom I /We have material financial relationship	Kind of material financial relationship	Phone and Mobile	PAN or Other Identifier i.e. Aadhar/Passport No. etc.,

**Thanking You**

**Signature**

**Notes:**

1. Material Financial Relationship – shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which payment is based on arm's length transactions.

**FORM – L**

**Standardized format for violation related to Code of Conduct  
under SEBI (Prohibition of Insider trading) Regulations, 2015**

**Report by (Name of the listed company/ Intermediary/ Fiduciary) for violations related to Code  
of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

[For listed company: **Schedule B** read with Regulation 9(1) of SEBI (Prohibition of Insider Trading)  
Regulations, 2015

For Intermediary/ Fiduciary: **Schedule C** read with Regulation 9(1) and 9(2) of SEBI (Prohibition of  
Insider Trading) Regulations, 2015]

SR No.	Particulars	Details
1.	Name of the listed company/ Intermediary/ Fiduciary	
2.	Please tick appropriate check box  Reporting in capacity of: <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3.	Name of the Designated Person (DP) Name of the immediate relative of DP if reporting is for immediate relative.	
4.	PAN of the DP PAN of the immediate relative of DP if reporting is for immediate relative.	
5.	Designation of DP	
6.	Functional Role of DP	
7.	Whether DP is Promoter/ Promoter Group/ holding CO level position (e.g. CEO, CFO, CTO etc.)	
8.	<b>Transaction details:</b>	
	a) Name of the scrip	
	b) No of shares traded (which includes pledge) and value (Rs.) (Date- wise)	
9.	<b>In case value of trade(s) is more than Rs 10 lacs in a calendar quarter-</b>  a) Date of intimation of trade(s) by concerned DP/director/promoter/promoter	

	group to Company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
	b) Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10.	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015	
11.	Action taken by Listed company/Intermediary/Fiduciary	
12.	Reasons recorded in writing for taking action stated above	
13.	Details of the previous instances of violations, if any, since last financial year.	
14.	Any other relevant information.	

**Yours faithfully,**

**Date**

**Place**

**Name and signature of Compliance Officer**

**PAN:**

**Email Id:**

**Mobile Number**



## FORM M

### [SCHEDULE D]

[See regulation 7B]

*Form for Informant's Voluntary Information Disclosure to be submitted to the Board.*

**Note:** For submission of information through a legal representative, the redacted copy of the Form expunging information that may identify the Informant shall be submitted by the legal representative without expunging any information relating to the legal representative and the details relating to the violation of 80[insider trading laws].

\*Indicates that the required field is non-mandatorily, remaining fields are mandatory

I. PERSONAL INFORMATION OF THE INFORMANT		
A.INDIVIDUAL 1: Last Name:.....	First Name:.....	Title:.....
Address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Employment Details*:	Permanent Account Number, if available:	
II. LEGAL REPRESENTATIVE (where applicable)		
Last Name:.....	First Name:.....	Title:.....
Firm Name (if not self-employed):		
Contact address :	City / State:	PIN:
Residence address:	City / State:	PIN:

Telephone (with State Code):	Mobile:	E-Mail address:
Bar Council Enrolment Number:		
<b>III SUBMISSION OF ORIGINAL INFORMATION</b>		
1. Is it a violation of insider trading laws? Yes / No		
2. If yes to question (1), please describe the type of violation:		
3. Has the violation: Occurred / Occurring / Potential to occur in future		
4. If the violation has occurred, date of occurrence: dd/mm/yy (in case exact date is not known, an approximate period may be entered)		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter? Yes (Details thereof) / No		
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? Yes (Details thereof) / No		
7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office? Yes / No		
8. If yes question (7), then please provide, Date of submission of original information: dd/mm/yy		
9. Please describe in detail how the information submitted by you constitutes a violation of insider trading laws. The details must include specific information with respect to: <ul style="list-style-type: none"> <li>(i) details of the securities in which insider trading is alleged;</li> <li>(ii) the unpublished price sensitive information based on which insider trading is alleged;</li> <li>(iii) date on which the unpublished price sensitive information was made</li> </ul>		

public; (iv) details of circumstances/evidence leading to possession of unpublished price sensitive information by the alleged violator(s); (v) details of insiders/suspects and their trades (i.e. purchase/sale and quantity purchased/sold) along with dates/period of trades.]
10. What facts or supporting material is your allegation based on? Please include self-certified copies of all the relevant documents. Please attach any additional documents to this form, if necessary.
11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.
12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:
<b>IV. DECLARATION</b>
I/we hereby declare that,- A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;  C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.

- D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.
- E. In the event of my/our death before the reward is paid to me/us, it may be paid to \_\_\_\_\_ (Details of nominee)
- F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation(2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and willfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:.....

Date: dd/mm/yy

Place:

**V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)**

I hereby certify as follows,-

- (a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;
- (b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;
- (c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....

Date:

dd/mm/yy

Place: