



Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & their immediate relatives and Connected Persons

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V1	06.11.2019	Compliance	Board of Directors
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1. Background

- 1.1. Regulation 9 read with Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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 and Connected Persons.
- 1.2. The Board of Directors of Vivriti Capital Private Limited (“Company”) formulated and approved this Code for the Company and its subsidiaries, subject to the adoption by subsidiaries.

2. Preamble and Objective

- 2.1. This Code has the following objectives:
 - 2.1.1. To ensure timely and adequate disclosure of Unpublished Price Sensitive Information (‘UPSI’);
 - 2.1.2. Sharing of UPSI for legitimate purposes performance of duties or discharge of legal obligations;
 - 2.1.3. Preservation of confidentiality of UPSI;
 - 2.1.4. To prevent misuse of such information
 - 2.1.5. To prohibit a Designated Person & his/ her Immediate Relatives and Connected Persons from Trading in the Securities of the Company while in possession UPSI

3. Scope and applicability

- 3.1. This Code is applicable on all persons so identified by the Board of Directors of the Company, including but not limited to the following:
 - 3.1.1. Insiders
 - 3.1.2. Connected persons
 - 3.1.3. Designated Persons (including immediate relatives of Designated Persons)
 - 3.1.4. Fiduciary, who has access to UPSI
 - 3.1.5. Intermediaries having access to UPSI
 - 3.1.6. Such other persons as may be specified by the Board of Directors from time to time.
- 3.2. The aforesaid terms shall be as defined below.

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 18 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 'VCPL'** means Vivriti Capital Private Limited.
- 4.7. **'Chief Investor Relations Officer [CIRO]'** is the person to deal with dissemination of information and disclosure of unpublished price sensitive information, here the Company Secretary & compliance Officer of the Company is designated as the Chief Investor Relations Officer [CIRO].
- 4.8. **'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.
- 4.9. **'Connected Person'** means the Connected Person defined under the Insider Trading Regulations, including any amendments made thereunder.
- 4.10. **'Contra Trade'** means a trade or transaction which involves buying or selling any number of Securities of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- 4.11. **'Director'** shall mean and include a member of the Board of Directors of the Company.
- 4.12. **'Designated Persons'** means all the following employees given below of the Company and Vivriti Asset Management Private Limited, including the Promoters and Board of Directors:
- a) up to four (4) level below the Board of Directors, irrespective of position or designation
 - b) holding position or designation as Associate Vice President & above
 - c) who directly report into the Managing Director or Board of Directors or any statutory Committee thereof
 - d) contractual employees who fall in above criteria listed in point (a) to (c)
- Provided that** if any functional head of any respective division submits the name of Designated Persons from his/her division, then such list shall prevail over and above the ones mentioned in point (a) to (d) above.
- 4.13. **'Generally Available Information'** means information that is accessible to the public on a non- discriminatory basis.

- 4.14. **'Insider Trading Regulations'** means SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- 4.15. **'Immediate Relative'** means a spouse of a person, and includes parents, siblings, and children of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.
- 4.16. **'Insider'** means any person who is:
- a. A Connected Person; or
 - b. In possession of or having access to Unpublished Price Sensitive Information;
 - c. Designated person(s) and their immediate relatives
- 4.17. **'LODR Regulations'** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4.18. **'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.
- 4.19. **'Legitimate purposes'** - Following may constitute sharing of information for legitimate purposes:
- 1.1.1.1. 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,
 - 1.1.1.2. provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations
 - 1.1.1.3. with such persons who have expressly agreed in writing to keep the information confidential and not trade in the securities of the Company based on such information, and
 - 1.1.1.4. includes such other information as may be decided by the Board, from to time.
- 4.20. **'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.
- 4.21. **'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.

- 4.22. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.
- 4.23. **'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 Company Securities over a given period of time.
- 4.24. **'Unpublished Price Sensitive Information'** means any information, relating to a company or its Securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the Securities and shall ordinarily, including but not restricted to, be information relating to the following: –
- a. Financial results;
Provide that any data / information, whether shared in one go or multiple tranches, pertaining to financial results which does not give a complete picture of the financial results w.r.t. PBT/PAT, EBITA, net worth, significant ratios, contingent disclosures, if any, shall not be considered as Unpublished Price Sensitive Information
 - 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.

Provided that following information shall not be treated as Unpublished Price Sensitive Information:

- f. any information which is shared pursuant to contractual obligations under SHA, SSA, AOA, etc., between the Company and its investors, irrespective of its nature
 - g. any piecemeal information or partial information which does not reveal complete information of such nature as mentioned above in point (a) to (e)
 - h. any information which is required by:
 - i. govt bodies such as RBI, SEBI, ROC, NSDL, CDSL, etc.; or
 - ii. any other supervisory nature bodies such as Registrar & Share Transfer Agent (RTA), Debenture Trustee (DT), Credit Rating Agency (CRA), Bureau Agencies (CIC, NESL, etc.) etc.; or
 - iii. any professional associations of which the Company is a member of, pursuant to which data is required to be submitted for collation, preparation of industry reports, sector based study / research reports, or purposes with similar nature.
- 4.25. **'VAM' or 'Subsidiary'** means Vivriti Asset Management Private Limited.

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 Policy, 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.

5. Roles/ Responsibilities of Compliance Officer/ Chief Investor Relations Officer [CIRO]

- 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 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 vcpl.compliance@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
- 5.4. The Compliance Officer shall apprise all the Designated Persons to mark respective email IDs, being upsi.internal@vivriticapital.com / upsi.internal@vivritiamc.com (*Internal for Company and VAM respectively*) or upsi.external@vivriticapital.com / upsi.external@vivritiamc.com (*External for Company and VAM respectively*) in email communications wherever any UPSI of the Company or VAM and any of its Intermediary, respectively, is being shared, internally or externally. These are the common email IDs of Company and its subsidiary and any additional team specific email IDs may be created based on requirements, if any.

- 5.5. Dissemination and public disclosure of UPSI 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 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 the Company's Securities. Compliance officer shall notify the trading plan to the stock exchanges and ensure that once approved, the trading plans shall be irrevocable.
- 5.7. The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 5.8. 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.
- 5.9. 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.
- 5.10. 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.

6. Disclosures by Insiders and their responsibilities

- 6.1. The Insider shall submit the requisite details/ disclosures in such form and/ or manner as may be specified in this Code from time to time.
- 6.2. The Insider shall provide the name of his/ her immediate relatives, Permanent Account Number or any other identifier authorised by law, holding of any Securities of the Company, contact numbers which are used by them, etc. Further, the Insider 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.

- 6.3. In addition, names of educational institutions from which Designated Persons have graduated and names of their past employers is also required to be disclosed on a one-time basis.
- 6.4. Every Insider shall furnish their transaction in Securities of the Company, sharing of any UPSI as a Designated Person as well as Connected Person in the Structured Digital Database within two trading days from the date of transaction.
- 6.5. 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 securities of the Company 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 B or such other form/format as may be notified.
- 6.6. Every Promoter, member of promoter group, key managerial personnel, director and Designated Person of the Company shall furnish a statement of any transaction in Securities (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 C or such other form/format as may be notified. The Compliance Officer shall thereafter disclose such trades within 2 trading days to the stock exchanges in Form No. C [Format prescribed by SEBI] and in case of not receiving any intimation of trade by any such person, but in case of becoming aware of any such trade, the reporting to stock exchange shall be done suo-moto within 2 trading days of becoming aware of such trade by the Compliance Officer.
- 6.7. The Compliance Officer may at his/her discretion necessitate such other Connected Person or Insider, who holds Securities of the company to disclose in Form D or such other form/format as may be notified, at such frequencies for monitoring compliance. There shall be proper procedures for recording the disclosures made, date and time of disclosures and the person and the capacity in which he is making such disclosures and the adequacy thereof.
- 6.8. All Designated Persons shall be required to forward Annual Reporting of level of holdings in securities of the Company within 30 days from the end of the financial year to the Compliance Officer in the Structured Digital Database in Form E or such other form/format as may be notified.

7. Reporting

- 7.1. The Compliance Officer of the Company shall report on the trading by Designated Persons adequacy of 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;
- 7.2. The Company shall also ensure uniform and universal dissemination of unpublished price sensitive to avoid selective disclosure;

- 7.3. As and when a violation of this Code read with the Insider Trading Regulations is observed by the Company, the same shall be forthwith intimated to stock exchange(s) and/ or SEBI.
 - 7.4. Violations of the Code of Conduct by designated persons and the immediate relatives of the designated persons shall be made to stock exchange(s) and/ or SEBI in the prescribed format.
 - 7.5. The Company shall maintain a database of violations to entail initiation of appropriate action against them.
8. **Protection against retaliation and victimization for employee who files a Voluntary Information Disclosure Form to SEBI**
- 8.1. 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 to be occurred by filing a Voluntary Information Disclosure Form to SEBI.
 - 8.2. 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.
 - 8.3. 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.
9. **Sharing of UPSI for legitimate purposes**
- 9.1. The Company shall ensure that UPSI is shared strictly on a 'need to know basis' until and unless it becomes a generally available information.
10. **Chinese wall policy**
- 10.1. Norms for appropriate Chinese Walls procedures & processes will be as under:
 - 10.1.1. To prevent the misuse 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, considered "public areas".
 - 10.1.2. The employees in the inside area shall not communicate any price sensitive information to any one in public area, otherwise for legitimate purpose and for carrying out specific roles.

- 10.1.3. The employees in inside area may be physically segregated from employees in public area.
- 10.1.4. Demarcation of the various departments as inside area may be implemented by the Company.
- 10.1.5. 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.
- 10.1.6. 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.
- 10.1.7. 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.

11. Trading window

- 11.1. The Compliance Officer shall notify a ‘trading window closure’ during which the Designated Persons or their relatives shall not Trade in the Company’s 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.
- 11.2. 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.
- 11.3. Trading window shall also be closed in the event of leak or suspected leak of UPSI. The trading window in such cases shall be opened after the inquiry into leak or suspected leak is completed.
- 11.4. 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.
- 11.5. 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;

- 11.6. The trading window shall be re-opened by the Company Secretary 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.

12. Pre-clearance of trades

- 12.1. When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades, either singly or through a series of transactions in a calendar quarter in excess of INR 10 Lakhs (Indian Rupee Ten Lakhs Only);

Provided that no pre-clearance request shall be entertained for trading in securities of any company / entity as mentioned in the “Grey list” or “Whitelist”, as may be called and published from time to time, for the purpose of providing such names of companies / entities in which trading is strictly prohibited.

- 12.2. 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. S/he shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate;
- 12.3. Such pre-clearance request and aforesaid declaration shall be in a format provided in “**Form G and H**” or such other form/format as may be notified.
- 12.4. 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;
- 12.5. Further, the reasons of not executing trade pursuant to obtaining preclearance shall be disclosed in Structured Digital Database within Two trading days from the expiry of pre-clearance period.
- 12.6. 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;
- 12.7. 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.
- 12.8. This shall not be applicable for trades executed pursuant to exercise of stock options;

13. Trading Plan

- 13.1. 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 Structured Digital Database.
- 13.2. Such trading plan shall (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan; (ii) not entail trading for the period between the 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; (iii) entail trading for a period of not less than twelve months; (iv) not entail overlap of any period for which another trading plan is already in existence; (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and (vi) not entail trading in securities for market abuse.
- 13.3. 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.
- 13.4. The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the trading plan.
- 13.5. Upon approval of the Trading plan, the Compliance Officer shall notify the plan to the stock exchange(s) on which the Securities are listed.
- 13.6. Pre-clearance of trades, trading window norms and restrictions on contra trade shall not be required for trades executed as per an approved trading plan.

14. 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, 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.

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 trials to ensure non-tampering of such database.

All the aforesaid sharing of UPSI shall be updated in the database within 2 working days from the sharing of such information. In case of any technical glitches, the same shall be reported to the Compliance Officer at vcpl.compliance@vivriticapital.com within the given timeline of 2 working days.

15. Penalty for Contravention

- 15.1. Any Insider who deals in the Securities of the Company 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.
- 15.2. 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.	

15.3. 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.

16. Review

- 16.1. This Code shall be placed before the Board of Directors of the Company for its review, periodically at least once in a financial year.
- 16.2. The Audit Committee and the Board of Directors shall be empowered to amend, modify, interpret this Code and the same shall be effective from such date that the Board may notify in this behalf.
- 16.3. A copy of this Code shall be placed on the website of the Company and the link to the same shall be provided in the Annual Report of the Company.

FORM B

**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).

Open Interest of the Future contracts held at the time of appointment of Director /KMP or upon becoming Promoter/member of the promoter group					Open Interest of the Option Contracts held at the time of appointment of Director /KMP or upon becoming Promoter/ member of the Promoter Group
Contract Specifications	Number of units	Notional value in Rupee terms	Contract Specifications	Number of units	Notional value in Rupee terms

	(contracts* lot size)			(contracts* lot size)	
1	2	3	4	5	6

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

Name &
Signature:
Designation:
Department:
Date:
Place:

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name & Signature:
 Designation:
 Department:
 Date:
 Place

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	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 E
Annual Reporting of level of holdings in securities of the Company

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

(Please mark appropriate one of the above)

To
Compliance Officer
Vivriti Capital Private Limited
Chennai

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

Pursuant to the disclosure requirements of the Internal Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, I hereby disclose that I hold _____ below securities of Vivriti Capital Private Limited as on date of submission:

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

The following is the List of my Immediate Relatives and details of Securities held by them in the Company.

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

Signature

Name:

Designation:

Department:

Note: Immediate Relative means spouse of a person, and includes parent, sibling, and child of such person or the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to Trading in Securities.

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

Date: [●]

To

Compliance Officer

Vivriti Capital Private 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 Private 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 G

Date: [●]

To
Compliance Officer
Vivriti Capital Private 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 H

Undertaking with respect to pre clearance

This UNDERTAKING is executed for Trading in Securities of Vivriti Capital Private Limited by Mr/Ms. _____ S/o / W/o / D/o ___ residing at _____ (hereinafter referred to as employee/director) in favour of Vivriti Capital Private Limited, a company incorporated under the Companies Act, 2013 and having its registered office at Prestige Zackria Metropolitan No. 200/1-8, 2nd 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 I
Trading Plan for Approval

Date: [●]

To
Compliance Officer
Vivriti Capital Private 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 J
Reporting of trades executed / decided not to trade

Date:

[●]

To
Compliance Officer
Vivriti Capital Private 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- K

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:
Shri/Smt.: _____
Address: _____

Date:

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 Private 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 - L

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 Private 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 – M

**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.	Transaction details:	
	a) Name of the scrip	
	b) No of shares traded (which includes pledge) and value (Rs.) (Date- wise)	
9.	In case value of trade(s) is more than Rs 10 lacs in a calendar quarter-	
	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 N

[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:		
III SUBMISSION OF ORIGINAL INFORMATION		
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"> (i) details of the securities in which insider trading is alleged; (ii) the unpublished price sensitive information based on which insider trading is alleged; (iii) date on which the unpublished price sensitive information was made 		

- 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:

IV. DECLARATION

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 us 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:.....
dd/mm/yy
Place:

Date: