

Kiduja India Limited

Code of Conduct for Prevention of Insider Trading

I. Introduction

Regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015 (hereinafter, referred to as “Regulations”), provides for the formulation of a “Code of Conduct to regulate, monitor and report trading (hereinafter referred to as the “Code”) by designated persons and immediate relatives of designated persons with respect to trading in own securities.

By virtue of the aforesaid provision, the market regulator, SEBI intends to institute the formulation of the Code of Conduct by every company whose securities are listed on the Stock exchanges and every market intermediary registered with the SEBI, for governing trading by designated persons and their immediate relatives. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, Kiduja India Limited (hereinafter referred to as “the Company”) hereby adopts this Code. This Code is applicable upon all the Designated Persons and immediate relatives of the Designated Persons.

Any subsequent modification and / or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

The Code is based on the principle that all Insiders of the Company owe a fiduciary duty to, among others, the shareholders of the Company and to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code is also intended to serve as a guiding charter for all Insiders associated with the functioning of the Company and their dealings in Securities of the Company.

All supporting documents for compliances made under this Code shall be maintained by the Company, for a minimum period of five years, in such a form as may be prescribed by the Compliance Officer or by the Board.

II. Definitions

- (a) “Act” means the Securities and Exchange Board of India Act, 1992 including any statutory modifications or re-enactment thereof.
- (b) Board” - means the Board of Directors of the Company.
- (c) “Code” or “this Code” shall mean the ‘Code of Conduct for Prevention of Insider Trading’ as amended from time to time by the Board.
- (d) “Company” - means Kiduja India Limited.
- (e) "Compliance Officer" means any senior officer, designated so and reporting to the Board of the Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of the policies, procedures, ,maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information(“UPSI”), monitoring of the trades and the implementation of the Codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

In this connection, unless provided otherwise by the Board of Directors, the Company Secretary of the Company shall be the Compliance Officer.

[For the purpose of this regulation, 'financially literate' shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows]

- (f) "Connected Person" shall be construed to derive its meaning from SEBI (Prohibition of Insider Trading) Regulations, 2015
- (g) "Dealing in Securities" shall be construed to derive its meaning from Section 12A (e) and Section 15G of the Act.
- (h) "Designated Person" means: -
 - Promoter of the Company;
 - Directors of the Company;
 - Key Managerial Personnel ('KMP') of the Company;
 - Permanent invitees to the Board and Committee Meetings of the Company;
 - Employees of the Company and/ or Material Subsidiary of such Company in the Grades of Vice President and above, their secretaries, all management staff in Accounts, Treasury, Secretarial and Corporate Planning Departments;
 - Any other employee or Connected Person as may be designated by the Compliance Officer in consultation with the Managing Director of the Company considering the objectives of the Code.
- (i) "Fiduciaries" refers to professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the company shall be collectively referred to as fiduciaries.
- (j) "Generally available information" means information that is accessible to the public on a non-discriminatory basis;
- (k) "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. This term shall also be deemed to include persons falling in the definition of "Relative" as defined in Section 2(77) of the Companies Act, 2013, read with the Companies (Specification of definitions details) Rules, 2014 (including and statutory modification or re-enactment thereof)
- (l) "Insider" means any person who is, (i) a connected person; or (ii) in possession of or having access to Unpublished Price Sensitive Information;
- (m) "Promoter" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (n) "Promoter Group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (o) "SEBI" means the Securities and Exchange Board of India.

- (p) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- (q) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (r) "Trading day" means a day on which the recognized stock exchanges are open for trading;
- (s) "Unpublished Price Sensitive Information (UPSI)" means any information, relating to the 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 include but not restricted to, information relating to the following:
- i. Financial results quarterly as well as annual;
 - ii. Dividends final as well as interim;
 - iii. Change in capital structure i.e. buy back, issue including bonus issue, rights issue, split of shares, preferential allotment, sweat equity issue, FPO, etc.;
 - iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - v. Changes in Key Managerial Personnel i.e. appointment, resignation or removal of Chief Executive Officer, Chief Financial Officer, Managing Director, Company Secretary and Whole-time director.

Explanation: It is clarified that for above sub-clause (iv) any transaction exceeding 10% of the consolidated gross turnover or consolidated net worth of the Company, whichever is lower, shall be considered as UPSI.

Words and expressions not defined in this Code shall have the same meaning as contained in the SEBI Regulations, as amended from time to time.

III. Compliance Officer

The Compliance Officer-

- shall report on matters relating to this Code to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board once in every financial year.
- shall maintain a record of the Designated Persons and their immediate relatives and changes thereto from time to time.
- shall assist all the Designated Persons and all employees in addressing any clarifications regarding the Regulations and the Company's Code of Conduct.
- shall from time to time inform the Stock Exchanges of any Price Sensitive Information on immediate basis.
- shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearance of the trading to be undertaken by Designated Persons and monitoring of trades and implementation of the Code under the overall supervision of the Board.

- shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations.

Powers: In order to discharge his / her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure. In the performance of his / her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

IV. Handling of UPSI

(a) Chinese Wall Procedures

Every Insider shall be responsible for maintaining the confidentiality of all UPSI in his/her possession. He/she shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of the Company's Shares except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of legal obligations. To prevent the misuse of confidential information the Company shall adopt a Chinese Wall policy which separates those areas of the Company which routinely have access to confidential information from other areas.

(b) Need to Know

- UPSI should be handled on a "need to know" basis which means that UPSI should be disclosed only to those within the Company who need the information to discharge their legitimate duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- All UPSI received by any Designated Persons should be reported to the head of his/her department if any, and to the Compliance Officer immediately on receipt of such information.

(c) Digital Database

Compliance Officer as may be authorized by the Board shall maintain a 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;

- ✓ Name of such recipient of UPSI;
- ✓ Name of the Organization or entity which the recipient represents
- ✓ Postal Address and E-mail ID of such recipient
- ✓ Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

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

(d) Limited Access to Confidential Information

All files containing confidential information including in particular UPSI, shall be kept secure under lock and key. Computer files shall have adequate security of login and passwords. Files containing

confidential information including UPSI should be deleted /destroyed after they are no longer required to be used by the Company, subject to prior written approval of respective Head of Department. Shredder should be used for the destruction of physical files.

V. Prohibited transactions

The Designated Persons shall not:

- i. Trade in Securities of the Company directly or indirectly, either on his / her own behalf, or on behalf of any other person, when in possession of UPSI, except in compliance with the provisions of this Code or SEBI Regulations. Provided that exercise of stock options under the Company's Employee Stock Option Scheme ("ESOS") shall not be considered as trading / purchase of the Securities of the Company.
- ii. Enter into forward contract (derivatives segment) in the Securities of the Company
- iii. Enter into speculative trading (e.g. intraday trading) in the Securities of the Company.
- iv. Deal in Derivatives related to the Securities of the Company at any time such as Option in Securities, contracts for differences and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Securities because of the speculative nature of the instruments. However, the Designated Persons may deal in Index Futures.
- v. Trade in Securities of the Company through portfolio management schemes, whether discretionary or non-discretionary.
- vi. Advise any person to trade or not to trade in the Securities of the Company. (It is clarified that the general recommendation for purchase of Securities in performance of duty, for example, recommendation by Investor Relations Department to institutional investors, is permissible).
- vii. Trade in the Securities of the Company for short term considerations.
- viii. Enter into contra trade i.e. the Securities of the Company should not be sold by the Designated Person within six months of last purchase and any purchase should not be made within 6 (six) months of last sale.

Provided that the Compliance Officer may grant waiver from application of the said rule in case of extreme urgency and assurance from the Designated Person that he/she is not in possession of any UPSI.

Provided further that undertaking a contra trade in Securities acquired through buy back offers, open offers, rights issues, further public offer, bonus offers, exit offers or any other acquisition of Securities in a similar manner shall be permitted.

Provided further that the said restriction of 6 (six) months shall not be applicable on the Securities arising out of exercise of stock options under ESOS of the Company, if any.

VI. Off-Market trades by Insider

Every Insider shall disclose to the Company, off-market trades done by him/her within 2 (two) working days of such transaction in the format prescribed by SEBI.

The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days from receipt of disclosure or from becoming aware of such information.

VII. Trading Window

The Designated Persons and their immediate relatives can trade in the Company's securities only in a valid Trading Window and subject to compliance with conditions as specified in this Code.

All Designated Persons and their immediate relatives shall not trade in the Company's securities during the periods when Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.

When a Designated Person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.

The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

Advance written intimation regarding the dates of closure and opening of the Trading Window will be individually given to the Designated Persons by the Compliance Officer.

The Trading Window shall remain closed as follows:

a. For Financial Results

The Trading Window shall remain closed from end of every quarter. The timing for re-opening of Trading Window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight (48) hours after the Board Meeting at which the respective quarterly, half yearly or annual financial results would be considered / the UPSI becomes generally available.

b. Other matters

The Trading Window shall also remain closed during such other periods, from time to time, as may be informed in advance by the Compliance Officer.

In case of ESOPs, if any, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.

When trading window is open, trading by the designated persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above such thresholds as stipulated in this Code.

VIII. Pre-Clearance of Trades

Every Designated persons and immediate relative of such designated persons intending to deal in the securities of the Company in excess of traded values or Rupees Ten Lakhs (INR.10,00,000) or such other modified threshold limit which may be provided by the Board of Directors, by the values as may whether in one transaction or the series of transactions over any calendar quarter should pre clear the transactions as per the pre dealing procedure as provided hereunder:

- i. An application for pre-clearance / pre-dealing of trade shall be made to the Compliance officer in the format annexed with this code as 'Annexure -1' indicating the estimated number of securities that he/ she intends to deal in, the details as to the depository (ies) with which he / she maintains a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- ii. Applicant shall execute the undertaking in the format annexed with this code as 'Annexure - 1' in favor of the Company, incorporating therein inter alia, the following clauses as may be applicable:
 - A. That the said applicant does not have any access or has not received Price Sensitive Information up to the time of signing the undertaking
 - B. That in case the applicant has access to or receives Price Sensitive Information after the signing of the undertaking but before the execution of the transactions, he / she shall inform the Compliance officer of the change in his/ her position and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - C. That he / she has not contravened any provisions of this Code, as may be notified by the Company from time to time.
 - D. That he / she has made a full disclosure in the said matter.

Such application for pre-dealing approval with enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents

- iii. The Compliance Officer shall be at sole discretion to determine whether any such declaration is reasonably capable of being rendered inaccurate.
- iv. The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless

he / she is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations in format annexed with this Code as 'Annexure -2'

- v. The trades that have been pre-cleared have to be executed by the Designated persons within Seven (7) trading days of pre-clearance, failing which fresh pre-clearance would be needed for the trades to be executed.
- vi. In case the applicant does not trade after securing pre-clearance, he / she will have to report the same along with the reasons thereto in format annexed with this Code as 'Annexure -3' within Seven (7) days of obtaining pre-clearance
- vii. Subsequent to the pre-clearance once the trading is accomplished, the applicant shall provide a report of trades executed, in format annexed with this Code as 'Annexure -4' within Two (2) days of execution.

Provided that pre-clearance of the trades shall not be required for any trades in accordance with the trading plan once trading plan has been approved by the Compliance Officer.

IX. Contra Trade / Holding Period

A designated person who is permitted to trade shall not execute a contra trade for atleast Six (6) months.

- a. In case a contra trade is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in writing in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.
- b. If a Contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for the credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- c. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

X. Trading Plans

- a. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

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

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

- b. 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 issuer of the securities and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(vi) not entail trading in securities for market abuse.

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

The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- d. 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.

The implementation of the Trading Plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the Trading Plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4 of the Regulations. Further, the insider shall also not be allowed to trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- e. The Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed after approving the trading plan. It shall be the responsibility of the Designated Person to comply with the requirements of the Regulations in this regard.

XI. Inquiry (Prevention of leak of Unpublished Price Sensitive Information)

The Company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

The Compliance Officer shall review and undertake further inquiry in case of leak or suspicion. The case of leak of any UPSI of the Company, the Investigating Officer will undertake the procedure as provided under the whistle blower policy of the Company and the Company shall make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

XII. Internal Controls for Prevention of Insider Trading

The Managing Director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The internal controls shall include the following:

- (a) all employees who have access to unpublished price sensitive information shall be identified as designated employees;
- (b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- (c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the regulations;
- (d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- (e) all other relevant requirements specified under the regulations shall be complied with;
- (f) periodic process review to evaluate effectiveness of such internal controls.

The Board of Directors shall ensure that the Managing Director of the Company ensures compliance with regulation 9 and sub-regulations (1) and (2) of the Regulations.

The Audit Committee shall monitor and review compliance with the provisions of the regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively and recommend the necessary changes to the Board for its approval.

XIII. Disclosure by Designated Persons

1. Every Promoter, Member of the Promotor Group, Key Managerial Personnel (KMP) and Directors of the Company shall disclose their holding of Securities in the Company as on the date of the regulations taking effect, to the company within thirty days of the regulations taking effect in Form A, annexed to this Code as Annexure -5.
2. Every Promoter, Member of the Promotor Group, Key Managerial Personnel (KMP) and Directors of the Company shall disclose their holding of Securities in the Company within 7 (seven) days from the date of becoming promoter or appointment as KMP / Director in Form B, annexed to this Code as Annexure -6.
3. Designated persons shall be required to disclose on an annual basis the following details in the format annexed to this Code as 'Annexure -7':
 - all holdings in Company's securities

- names and Permanent Account Number or any other identifier authorized by law of Immediate Relatives and Persons with whom such Designated Person(s) shares a material financial relationship.
- Phone, mobile and cell numbers which are used by them

Explanation- The term 'material financial relationship' shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to atleast 25% of Such payer's annual income but shall exclude relationship in which the payment is based on arm's length basis.

4. The disclosure and other obligations of the immediate relatives of Designated Persons or by any other person for whom such Designated Persons take trading decisions, is upon the said Designated Person.
5. The Designated Person shall also disclose the names of educational institutions from which they have graduated and names of their past employers on a one-time basis i.e. at the time of filing above disclosure.
6. All designated persons of the Company are required to disclose to the Company, in Form C annexed herewith with this Code as 'Annexure-8', the number of Securities acquired or disposed within two trading days of such acquisition or disposal, in case of value of securities traded (including notional value on exercise of ESOPs) whether in one transaction or a series of transactions, exceeds the threshold of Rs. 10,00,000 (Rupee Ten Lakhs) in a calendar quarter.

Within 2 Trading Days of the receipt of Disclosure or becoming aware of such information, the Compliance Officer shall notify to all Stock Exchanges on which the securities of the Company are listed.

XIV. Power of the Board of Directors of the Company

The Compliance Officer, subject to the approval of the Board of Directors, reserves the rights to amend or modify this Code in whole or in part, at any time by specifying the reasons for such amendment or modification.

Whilst best efforts have been made to define detailed procedures for implementation of this code, there may be occasion when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the Board intent of the policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and further with the objective of good Corporate Governance.

The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned.

XV. Disciplinary Action

The Company shall have a process for how and when people are brought 'inside' on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

Disciplinary Action may be taken against the person found guilty of misusing the access to the UPSI. Such disciplinary action may be taken in terms of the following:

- Vigil Mechanism
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- SEBI (Prohibition of Insider Trading) Regulations, 2015
- Any other suitable action which may include wage/ salary freeze, suspension, recovery, claw back and / or other action as decided by the Board of Directors.

In case it is observed by the Company that there has been a violation of these Regulations, it shall inform SEBI promptly. The action by the Company shall not preclude SEBI from taking any action in case of violation of these Regulations.

In case a Designated Person executes a contra trade within a period of six months, profit from such trade will be required to be deposited in the Investor Protection and Education Fund ("IPEF") of SEBI.

XVI. Clarifications

For the queries concerning this Code, the Compliance Officer may please be contacted.

ANNEXURE -1
SPECIMEN OF APPLICATION FOR PRE - DEALING APPROVAL

Date: _____

To,
The Compliance Officer
Kiduja India Limited
127-B, Mittal Tower,
Nariman Point,
Mumbai - 400021

Re: Application for Pre-Dealing Approval in Securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading ("Code"), I seek approval to purchase / sale / subscription of _____ securities of the Company as per the details given below:

Sr. No.	Particulars	Remarks
1.	Name of the applicant	
2.	Designation	
3.	Nature and number of securities held as on that date	
4.	Application for	
5.	Relation with employee	
6.	PAN	
7.	Folio No./DP ID/ Client ID No.	
8.	The proposal is for	
9.	Proposed date of trading in securities	
10.	Estimated /number of securities Proposed to be traded	
11.	Price at which the transaction is Proposed	
12.	Current Market Price (as on date of application)	
13.	Whether the proposed transaction Will be through stock exchange or off market deal	
14.	Name and Folio No./ DP ID/ Client ID No. where the securities will be debited/ credited.	

In relation to the above dealing, I undertake that:

- (a) that I do not possess any Unpublished Price Sensitive Information;
- (b) not to pass on confidential information of the Company to any person directly or indirectly;
- (c) to report to the Compliance Officer, any non-public information that may be received by me;
- (d) that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the Trade, I shall inform the Compliance Officer of the same and I shall completely refrain from Trading in the securities of the Company till such time the Unpublished Price Sensitive Information becomes public;
- (e) that I have not contravened the Code as notified by the Company from time to time;
- (f) all disclosures made by me in this letter are true and complete;
- (g) that I shall be liable to face penal consequences as set forth in the Code including disciplinary action thereunder, in case the above declarations are found to be misleading or incorrect in any respect; and
- (h) That I shall execute my Trade in respect of securities of the Company within seven Trading Days after the pre-clearance is given. If the Trade is not executed within seven Trading Days after the approval is given, I shall obtain pre-clearance for the Trade again.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

(Signature of the Applicant)

Name: _____

Place: _____

Date: _____

NOTE: *This application has to be necessarily submitted through electronic mail at the dedicated e-mail id followed by a hard copy.*

ANNEXURE -2
FORMAT FOR PRE-DEALING ORDER

To,
Name:
Designation:
Place:

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

Ref: Your application dated ____, 20__ for pre-clearance of transaction for securities of the Company in your name/ in the names of _____.

This is pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code").

With reference to your above application seeking pre-clearance of your transaction in Securities of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to the provisions of the Code, the aforesaid transaction shall be executed within seven Trading Days from the date of receipt of this letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of Pre-clearance approval. You shall not enter into any contra trade within 6 months of such Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours truly,

Compliance Officer
Kiduja India Limited

Date:

ANNEXURE -3
FORMAT OF DISCLOSURE OF NON-TRADING PURSUANT TO THE PRE-CLEARANCE

Date: _____

To,
The Compliance Officer
Kiduja India Limited

Dear Sir / Madam,

Sub: Intimation on non-trading in securities on obtaining Pre-Clearance

This is pursuant to my application submitted to you on _____ for obtaining Pre-clearance of trade, to trade in the securities to the extent of Rupees _____ (INR _____) _____ number of Securities, the Company granted me Pre-clearance for the same on _____. However, I did not execute the trading within Seven (7) days of obtaining the pre-clearance, due to the reasons as accounted below:-

(Signature)
Name: _____
Dept/ Division: _____

ANNEXURE -4
FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer
Kiduja India Limited

I hereby inform that I have bought/sold/subscribed to _____ securities as mentioned below on _____(date)

Name of Holder (Designated Person / Immediate Relative and relationship)	Nature of the Securities and the No. of securities dealt with	Bought/sold/subscribed/others	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer / SEBI any of the following documents:

- (1) Broker's contract note.
- (2) Proof of payment to/from brokers.
- (3) Extract of bank passbook/statement (to be submitted in case of demat transactions).
- (4) Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I agree not to execute any contra trade transaction for a period of six months from the date of aforesaid transaction in the securities of the Company.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Signature: _____

Date:

Name:

Designation:

ANNEXURE -5**Form A****SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (a) read with Regulation 6(2) – Initial disclosure to the company]**

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/ KMP / Directors/ Immediate relative to/others etc.)	Securities held as on the date of the regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name and Signature: _____

Designation: _____

Date: _____

Place: _____

ANNEXURE -6**Form B****SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming Director/KMP/Promoter]**

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/ KMP / Directors/ Immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held as on the date of the regulation coming into force		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter / Member of Promoter Group and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future Contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name and Signature: _____

Designation: _____

Date: _____

Place: _____

ANNEXURE –7
FORM of ANNUAL DISCLOSURE

(To be furnished before 30th April of each year for the previous year)

1	Name			
2	PAN (in case of PAN is not available, any other identifier authorized by law)			
3	Designation			
4	Location			
5	Contact Nos.			
6	Email Id			
7	Education Institution of Graduation			
8	Details of Past Employment (Name of the past employer/ organization)			
9	Date of declaration			
10	Details of Securities held in the Company			
a.	Held by the Designated Person			
	No of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID
b.	Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship			
	Name of Immediate Relative			
	Relationship			
	PAN (in case of PAN is not available, any other identifier authorized by law)			
	No of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID

Notes:

- **Immediate Relative includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.**
- **Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction**

.....
Signature

ANNEXURE –8
Form C
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

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

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/Employee / Director with contact nos	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Pre transaction	Post transaction	From	To			Buy		Sell		
												Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature: _____

Designation: _____

Date: _____

Place: _____