

**CODE OF CONDUCT FOR PROHIBITION OF
INSIDER TRADING**

TAKE Solutions Limited

In accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the "Regulations") the following Code of Conduct (hereinafter referred to as the "Code") is implemented for prevention of Insider Trading in the Securities of the Company.

The Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information, every director, officer, designated persons of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. This Code of Conduct shall be followed by all directors, officers and designated persons.

1. Definitions

- (a) "Act" means the Securities and Exchange Board of India Act, 1992
- (b) "Board" means the Securities and Exchange Board of India;
- (c) "Company" means Take Solutions Limited
- (d) "compliance officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;
- (e) "connected person" means,-
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
- (f) "Designated Persons" shall include:
- (i) Director / Officer
 - (ii) All employees in the Finance, Accounts and Secretarial Departments, by whatever designations they are called and
 - (iii) Such employees as designated and notified by the Compliance Officer from time to time with the approval of any Whole Time Director.
 - (iv) Other Connected persons such as Auditors, Practicing Company Secretary, Accountancy firms, Law firms, Analysts, Consultants and any other person having professional or business relationship with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (g) "generally available information" means information that is accessible to the public on a non-discriminatory basis.
- (h) "immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- (i) "insider" means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- (j) "promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- (k) "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.

- (l) "specified" means specified by the Board in writing.
- (m) "takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- (n) "trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- (o) "trading day" means a day on which the recognized stock exchanges are open for trading;
- (p) "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, information relating to the following:
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel; and
 - vi. material events in accordance with the listing agreement

2. Duties of Compliance Officer

The Company Secretary of the Company shall act as the Compliance Officer of the Company. The compliance officer of the Company shall administer the code of conduct and other requirements under these regulations. The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board. The other duties of the Compliance Officer shall be:

- maintain a record of designated persons and any changes made to the list of Connected Persons.
- in consultation with the Managing Director/Executive Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.
- maintain a record of Prohibited Period specified from time to time.
- responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price-Sensitive Information', 'pre-clearing of Designated persons' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company.
- maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers, Designated persons for a minimum period of five years.
- Place before the Board, all the details of the dealing in the securities by Designated persons, Directors, Officers of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules, upon the receipt of the same.

- inform the Stock Exchanges of any price sensitive information on immediate basis.
- responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman / Managing Director.
- ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.

3. Protection of Unpublished Price Sensitive Information

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

4. Prohibition on dealing, communicating or counselling on matters relating to Insider Trading

No Insider shall –

- (i) either on his own behalf, or on behalf of any other person, deal in securities of the company when in the possession of any unpublished price sensitive information;
- (ii) communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

5. Trading Restrictions

All directors/ officers and designated persons of the company shall be subject to trading restrictions as enumerated below: -

5.1 Trading Window

All Directors, officers and designated persons shall conduct all their dealings in the securities of the company only within a valid trading window within the threshold limit prescribed hereunder and not during prohibited period.

- Valid trading window means a period other than prohibited period.
- Prohibited period means :
 - 7 days prior to day on which the results are required to be announced by the Company and the second trading day after such financial results is made public
 - Such other period as may be specified by the Compliance Officer from time to time in consultation with any Whole Time Director.

- In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed.
- 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, consultants etc., assisting or advising the company.
- The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he / she determines that a designated persons or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates
- The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than two trading days after the information becomes generally available.

6. Trading Plans

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.

The trading plan shall:

- (a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the 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;
- (c) not entail overlap of any period for which another trading plan is already in existence;
- (d) 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
- (e) not entail trading in securities for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal 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.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

7. Pre-Clearance of Trades

When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trade is above or up to ₹ 10 lakhs (market value). However, no designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed. The pre-clearance procedure shall be:

- (i) An application may be made in the prescribed Form (*Annexure 1*) to the Compliance officer indicating the estimated number of securities that the designated person, who intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (*Annexure 2*) shall be executed in favour of the Company by such designated person incorporating, *inter alia*, the following clauses, as may be applicable:
 - (a) That the employee/director/officer 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 designated person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.

- (iii) All designated person shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The designated person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.
- (iv) If the order is not executed within seven days after the approval is given, the designated person must pre-clear the transaction again.
- (v) All designated person who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8. Disclosures for transactions in securities

8.1 Initial Disclosure

Every promoter/ Key Managerial Personnel / Director / Officers / Designated persons of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed *Form A (as annexed)*

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter 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 in the prescribed *Form B (as annexed)*

8.2 Continual Disclosure

Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of

transactions over any calendar quarter, aggregates to a traded value in excess of ₹ Ten lakhs.

The aforesaid disclosure shall be sent to the Compliance Officer of the Company in the prescribed *Form C or Form D (as annexed)*, as, may applicable within 2 working days of :

- (a) the receipt of intimation of allotment of shares; or
- (b) the acquisition or sale of shares or voting rights as the case may be

Other Restrictions

- The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

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

9.1 Within 2 days of the receipt of intimation under Clause 8.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

9.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated persons for a minimum period of five years.

10. Penalty for contravention of Code of Conduct

Any Director, Officer, Designated persons who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

Directors, Officers, Designated persons of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the company, which may include wage or salary freeze, suspension, ineligibility for future participation in employee stock option plans, withholding of promotions, etc. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dissemination of Price Sensitive information

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis

Code for Fair Disclosure

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,
 The Compliance Officer,
TAKE Solutions Limited
 Chennai

Dear Sir/Madam,

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, I seek your approval to purchase / sell / subscribe _____ Equity Shares of the Company as per the following details:

Name of the Applicant	
Designation	
Number of Equity Shares held as on date	
Details of Folio No / DP ID / Client ID	
Application for (tick as may be applicable)	i. Purchase of Equity Shares ii. Sale of Equity Shares iii. Subscription of Equity Shares
Proposed date of dealing in securities	
Estimated number of securities proposed to be acquired/subscribed/sold	
Price at which the transaction is proposed	
Market Price as on date	
Whether the proposed transaction will be through Stock Exchange / off-market deal	

The relevant undertaking is enclosed along with this form.

Yours Faithfully

 (Signature)

ANNEXURE 2
UNDERTAKING
(TO BE ENCLOSED WITH THE APPLICATION FOR PRE-CLEARANCE)

To
TAKE Solutions Limited
Chennai

I, _____, _____ of the Company residing at _____
_____, am desirous of dealing in _____ Equity Shares of the Company as mentioned in the application for pre-clearance dated _____.

I hereby declare that

- a) I don't not have any access toor have not received "Price Sensitive Information" up to the time of signing the undertaking.
- b) in the event that I have access or receive any "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I shall inform the Compliance officer of the same and I will refrain from dealing in the securities of the company till the time such information becomes public.
- c) I have not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- d) I have made a full and true disclosure in this matter.

(Signature)

FORMAT FOR PRE-CLEARANCE ORDER

Date:

To

Name:

Designation:

Place:

This is to inform you that your application dated _____ requesting for approval for dealing in _____ Equity Shares of the Company is approved. This approval shall be valid for a period of 7 days from today and hence, the transaction shall be completed on or before _____.

If, in case the transaction is not executed on or before the said date you shall seek a fresh approval before dealing with the shares of the Company.

On completion of the transaction, you shall report the details of the transactions within 2 days to the Company as per the attached format.

Yours faithfully,
For TAKE Solutions Limited

Compliance Officer