

INNOVA CAPTAB LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

| Approving Authority | Board of Directors of the Company |
|----------------------------|--|
| Version & Adopted Date | (Version 1.0) & 19 th June 2022 |
| Version & Amendment Date | (Version 2.0) & 29 th May 2024 |
| Version & Amendment Date | (Version 3.0) & 05 th Feb 2025 |

1. Background

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI Regulations**") came into force on 15th May 2015 and provides the legal and regulatory framework for prohibiting the communication and procurement of Unpublished Price Sensitive Information ("**UPSI**"). Further, the SEBI Regulations also prohibits trading in securities when in possession of UPSI. Regulation 9 requires the Board of Directors of every Listed Company to ensure that the Chief Executive Officer or Managing Director formulate with their approval, a Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and their immediate relatives (**the "Code"**).

2. Objective of the Code

The Objective of the Code is to lay down guidance for Designated Persons and their Immediate Relatives, to understand their obligations under the SEBI Regulations, including the procedures to be followed at the time of trading in the securities and dealing with UPSI related to the Company or its securities. The Code also defines the responsibilities of various stakeholders including the management for ensuring compliance with the SEBI Regulations.

This Code is in addition to the SEBI Regulations, and the Designated Persons and their Immediate Relatives should be aware of and comply with the provisions of the SEBI Regulations and this Code.

3. Important definitions

Words and expressions used but not defined in the Code, shall have the meaning respectively assigned to such terms in the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, the SEBI Regulations, Companies Act, 2013 and the rules and regulations made thereunder (as amended from time to time).

For the purpose of this Code:

- a) "**Board**" refers to the board of directors of the Company.
- b) "**Company**" refers to 'Innova Captab Limited'.
- c) "**Compliance Officer**" means any senior officer, designated so and reporting to the board of 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 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.

"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.

- d) "**Connected Person**" means,-
 - i. any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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) relative of connected persons specified in clause (i); or
 - b) 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 relative or banker of the company, has more than ten per cent. of the holding or interest or;
- k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d)

e) "**Designated Person**" shall mean persons specified in Clause 4 of this Code.

f) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock and shall not include unverified event or information reported in print or electronic media exchanges.

g) "**Insider**" means any person who is:

I. a connected person; or

II. in possession of or having access to Unpublished Price Sensitive Information.

h) "**Immediate Relative**" means a spouse of a person, and includes parents, 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) "**Material Subsidiary**" means a subsidiary, whose income or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

j) "**Legitimate Purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

k) "**Relative**" means the following:

i. spouse of the person;

ii. parent of the person and parent of its spouse;

iii. sibling of the person and sibling of its spouse;

iv. child of the person and child of its spouse;

v. spouse of the person listed at sub-clause (iii); and

vi. spouse of the person listed at sub-clause (iv).

The relatives of a "connected person" shall also be the connected persons for the purpose of this Code.

l) "**Share Based Employee Benefit Scheme**" includes stock options and/or ESARs and/or any other schemes or benefit granted by the Company under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

m) "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

- n) "**Unpublished Price Sensitive Information (UPSI)**" 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, expansion of business and such other transactions;
 - v. changes in key managerial personnel.

4. **Applicability of the Code**

The Code is applicable to all Designated Persons and their Immediate Relatives. The term **Designated Persons** include:

- a. all Directors
- b. all promoters of Company (Company/individual)
- c. any other employee of the Company designated by the Board of Directors in consultation with the Compliance Officer, from time to time.
- d. all Key Managerial Personnel;
- e. all employees of the Company and employees of its material subsidiaries who are up to two levels below the Chief Executive Officer irrespective of their functional role in the company or ability to have access to UPSI;
- f. functional or departmental heads of the Company and material subsidiaries, by whatever name called, who are not covered in (e) above and who have access to UPSI;
- g. all employees of the Company in finance, accounts, legal, costing, MIS, IT Staff and secretarial department;
- h. support staff of the Company including part - time employees, secondees, interns, secretaries etc. who have access to UPSI;
- i. Any other person, as may be designated or notified by the Company from time to time for meeting the objectives of the Code.

5. **Compliance Officer**

The Company Secretary of the Company is designated as the Compliance Officer and shall be responsible for setting forth policies, pre-clearing, disclosure of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company. In case Compliance officer is not available either on account of his being on leave or for any other reason, he/ she shall delegate his/her authority to any executive who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations, who shall act as Compliance Officer and be responsible for all the duties and responsibilities of Compliance Officer, during the period of his/her absence.

6. **Handling of UPSI**

I. **Trading Window Closure**

6.1 Trading Window Closure means the period when the Designated Persons and their Immediate Relatives are not allowed to trade in securities of the Company. The Company has the following Trading Window Closure periods:

- **Standard Trading Window Closure:**
For the declaration of financial results, the trading window shall be closed from the end of every calendar quarter. The trading window shall re-open 48 (forty-eight) hours after the declaration of the financial results.
- **Event Specific Trading Window Closure:**
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.



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

6.2 The restrictions under trading window closure will not be applicable for: (i) exercise of stock options / stock appreciation rights under Company's Share Based Employee Benefit Schemes; or in respect of transactions which are undertaken in respective Regulations made by SEBI from time to time, as exceptions to restrictions on trading when in possession of UPSI. (iii) subscription to the issue of non- convertible securities, carried out in accordance with the framework specified by the Board from time to time.

6.3 The restrictions under trading window closure apply to trades done by the Designated Persons directly, or indirectly through Immediate Relatives or portfolio manager /wealth manager or under any similar arrangement. It will be the responsibility of the Designated Persons to communicate the trading window closure period to their Immediate Relatives, portfolio manager, wealth manager, etc. to avoid non-compliance. In the event, a trade is undertaken by a portfolio manager/ wealth manager on behalf of a Designated Person, the Designated Person will be held responsible for any non-compliance under the provisions of the Code and/or the SEBI Regulations.

6.4 Any leak or suspected leak of UPSI shall be dealt in accordance with Vigil Mechanism and the Whistle Blower Policy. This policy entails the process and enables employees to report leak of UPSI.

II. Structured Digital Database

6.5 The Company shall maintain a structured digital database providing the nature of UPSI, the names of Designated Persons who are in receipt of UPSI, the names of such persons who have shared such information and names of such persons with whom such information is shared, along with permanent account number (PAN) or any other identifier where PAN is not available and such other details as are necessary to be maintained in the database.

6.6 The Compliance Officer will maintain and preserve the records in the structured digital database as per the SEBI Regulations.

6.7 Every UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need-to-know basis, will be responsible to sensitize the recipient that such information is UPSI and needs to be maintained under strict confidentiality.

6.8 Every UPSI dissemination needs to be intimated to the Compliance Officer for entering in the digital database. The UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need-to-know basis, will be responsible for updating the details of dissemination in the digital database maintained for such UPSI.

6.9 The database shall be maintained internally with adequate internal controls time stamping and audit trails to ensure non-tampering of the data.

6.10 Such digital database shall be preserved for such period as stated in the SEBI Regulations and on completion of the statutory period, will be dealt as per Company's internal policy and process.

III. Chinese Wall

6.10.1. While dealing with or handling UPSI, the Designated Persons shall take reasonable steps to prevent inadvertent leakage, spread or misuse of UPSI and shall maintain appropriate Chinese wall.

6.11 A Designated Person in possession of UPSI has the responsibility to ensure that the Chinese wall is not breached deliberately or inadvertently. Any known or suspected breach of the Chinese wall must be

reported to the Compliance Officer immediately.



- 6.12 Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or Unpublished Price Sensitive Information to anyone in Public Areas without the prior approval of the Compliance Officer.
- 6.13 A Designated Person may cross the Chinese Wall i.e. share the UPSI, strictly on need-to-know basis, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as permitted under the SEBI Regulations.
- 6.14 Employees who are not Designated Persons and who do not have access to UPSI, can be given access to UPSI or brought 'inside' on sensitive transactions, strictly on a need-to-know basis and in furtherance of legitimate purposes. Every UPSI recipient, who further disseminates such UPSI will be responsible to sensitize the recipient that such information is UPSI and needs to be maintained under strict confidentiality and also the liability that attaches on misuse or unwarranted use of such information. Such Person should be notified that they are deemed to be 'Designated Person' and 'Insider' under this Code and information related to such persons will be updated in the structured digital database of the Company. Such persons, with whom UPSI is shared, shall not deal in the securities of the Company until such information becomes generally available.

7. Dealing in Company's securities

7.1.1. Permitted Transactions

Designated Persons and their Immediate Relatives are permitted to trade in securities, through either of the following ways, after complying with the other conditions of this Code and the SEBI Regulations.

7.1.2. Trading where Pre-clearance is not mandatory.

Designated Persons can enter into one transaction or a series of transactions in the securities of the Company for an aggregated traded value of up to Rs. 10 (ten) lakhs in a calendar quarter, without obtaining any pre-clearance for the transactions, subject to the satisfaction of the following conditions:

- i. The trading window is open and
- ii. The Designated Persons are not in possession of any UPSI.

It is clarified that Clause 7.1.1 of this Code, shall apply *mutatis mutandis* to trades of Immediate Relatives of Designated Persons.

7.1.3. Trading through Pre-clearance Route i.e. prior approval route, when not in possession of UPSI:

- i. If a Designated Person intends to trade in the securities of the Company, whether in one transaction or a series of transactions, for an aggregated traded value of above Rs. 10 (ten) lakhs, in a calendar quarter, the Designated Person shall obtain pre-clearance for undertaking the proposed trades in the securities of the Company. Such trading in securities by the Compliance Officer shall require pre-clearance from the Managing Director.
- ii. An application for pre-clearance along with an undertaking shall be made by the Designated Person in the prescribed format (See *Annexure -1*), to the Compliance Officer. While submitting the application for pre-clearance, the Designated Person should not be in possession of any UPSI.
- iii. The Compliance Officer shall process the pre-clearance request within 2 trading days from the date of receipt of request.
- iv. The approved pre-clearance of trades will be valid for 7 (seven) trading days or such lesser period as may be approved by the Compliance Officer. If trade(s) are not executed within the approval period after the receipt of pre-clearance, the Designated Person must obtain the pre-clearance for the transaction(s) again.

- v. In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he / she shall refrain from executing the trades.
- vi. The Designated Person shall submit the details of the transaction(s) undertaken by him/ her and/or his/her Immediate Relative in the prescribed format (*See Annexure -2*), within 2 trading days, from the date of trading.
- vii. In case the Designated Person and/or his/ her Immediate Relative does not trade after securing pre-clearance, the Designated Person is required to inform the Compliance Officer in the prescribed format (*See Annexure -3*) regarding non-execution of trade, within two trading days of the expiry of validity of the pre-clearance.
- viii. It is clarified that the procedure laid down for pre-clearance of trades in securities of the Company shall apply *mutatis mutandis* to trades proposed to be carried out by Immediate Relatives of Designated Persons;

Provided that the obligations requiring communication with the Compliance Officer shall continue to be upon the Designated Person.

7.2. **Restrictions on Contra Trade:**

- 7.2.1. Restrictions on Contra Trade means that securities shall not be sold within 6 (six) months of their last purchase and securities shall not be purchased within 6 (six) months of their last sale.
- 7.2.2. If the First transaction is a Corporate Action like Buy Back offers, Open offers, Right issue, Further Public offers, Bonus, Exit offers etc. and the second transaction is a transaction other than Corporate Action, then contra trade restrictions will apply. However, if the First transaction is a transaction other than Corporate Action and the second transaction is a Corporate Action like Buy Back offers, Open offers, Right issue, Further Public offers, Bonus, Exit offers etc. then contra trade restrictions will not apply.
- 7.2.3. The restriction of contra trade shall not be applicable on the sale of share acquired under stock options/ stock appreciation rights under Share based Employee Benefit schemes of the Company.
- 7.2.4. The compliance officer may, in his discretion, waive the restriction of Contra- trade in case of extreme urgency and on receiving a written undertaking from the Designated Person or his immediate relative that he is not in possession of any UPSI, provided such relaxation does not violate the SEBI Regulations or this Code.
- 7.2.5. Contra trade restrictions are applicable on each and every trade irrespective of whether the trades are below or above the threshold limit of Pre- clearance.
- 7.2.6. In case a Designated Person and/ or his/ her Immediate Relatives executes a contra trade within a period of six months without pre-clearance, profit from such trade shall be deposited by the defaulting Designated Person and/ or his/ her Immediate Relatives, in the SEBI Investor Protection and Education Fund or to any other fund / account that may be specified by SEBI.

7.3. **Trading Plan Route:**

A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval. The Designated Person shall be required to make requisite disclosures of the trade(s) executed pursuant to the trading plan as per the provisions of the Code.

8. **Disclosure & Reporting**

- 8.1. The following disclosures / reporting shall be made to the Compliance Officer, in such manner, as would be

notified from time to time:

- i. Every promoter, member of the promoter group, KMP and director of the Company is required to disclose their holding of securities in the Company, within 7 (seven) days from the date of becoming a promoter or appointment as a KMP / Director in the prescribed format (*See Annexure - 4*).
- ii. A Designated Person is required to submit on an annual basis (as of 31st March shall be provided by 30th April of each year) declaration in the SDD portal of the Company ("**FINTRAK**"), which shall *inter alia* contain the following details of the Designated Person:
 - (a) name of educational institution, from which the Designated Person graduated,
 - (b) name of all his past employers,
 - (c) Permanent Account Number or in the absence of Permanent Account Number any other identifier permitted by law and mobile numbers. These details shall be submitted by Designated Person for himself and also, for the following persons:
 - Immediate Relatives; and
 - Persons with whom such Designated Person shares a material financial relationship, where '*material financial relationship*' refers to 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 12 (twelve) months, equivalent to at least 25% of such payer's annual income of such designated person, but excludes relationships in which the payment is based on arm's length transactions.

- 8.2. Every Promoter, Designated Person and Director of the Company shall disclose as per format set out in **Annexure 5** to the Company or in such other form and manner as specified under these regulations, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 (ten) lakhs or such other value as specified under these regulations.
- 8.3. The responsibility for disclosure and other obligations of the Designated Person, including those relating to trades by his/her Immediate Relatives, is upon the said Designated Person.

9. Roles and Responsibilities under this Code

9.1. Designated Persons/ Insider

9.1.1. No insider shall:

- Communicate, provide, or allow access to any UPSI related to the Company or its securities, to any person (including other Designated Persons), except in furtherance of legitimate purpose, performance of duties, or discharge of legal obligation(s) as defined under the SEBI Regulations.
- Procure from, or cause communication, by any Designated Person, of UPSI related to the Company or its securities, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligation(s) as defined under the SEBI Regulations.

Provided that the Insider may communicate, provide, or allow access to any UPSI only on need-to-know basis, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as permitted under the SEBI Regulations.

Determination of legitimate purposes forms part of the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The decision of the Company on what constitutes 'legitimate purpose' / 'fair disclosure' shall be final and binding.

9.2. Compliance Officer

- i. Administer the Code of Conduct.
- ii. Report to the Board of Directors.
- iii. Review and approve pre-clearance request(s) for trade(s) and trading plan(s) under the Code.
- iv. Maintain and preserve the records under this Code as per SEBI Regulations,
- v. Clarify issues regarding the Code and redress the grievances of the Designated Persons.

- vi. Close the trading window as per clause 6 of this Code.
- vii. The Compliance Officer shall send a report on compliance of the Code and the regulations to the Chairman of Audit Committee and shall also place it before the Audit Committee, on annual basis. The Report shall cover compliance status, coverage of Designated Persons, violations of the Code, if any, action taken in such violation cases, details of trades undertaken by a Designated Person and/or his/ her Immediate Relative(s).

9.3. Inquiry in case of leakage of UPSI

- 9.3.1. The Company has formulated written policies and procedures for inquiry, in case of an alleged leak or misuse of UPSI.
- 9.3.2. Employees can raise concerns against any alleged leak, or suspected attempt to leak UPSI, or unethical use of UPSI, in accordance with informant mechanism introduced by SEBI, or as per the procedure prescribed under Company's Vigil Mechanism and Whistle Blower Policy.
- 9.3.3. Retaliation for reporting suspected violations is strictly prohibited under the Code and the Company's Vigil Mechanism and Whistle Blower Policy. An employee who reports alleged violations of insider trading laws will be protected against any direct or indirect, discharge, discrimination, termination, demotion, suspension, threats and harassment.

9.4. Protection against Retaliation and Victimization:

- 9.4.1. The Regulations provide for voluntary submission by an individual including an employee of the Company (as defined in Explanation 1 to Regulation 7 I of the Regulations) directly to SEBI, in the manner prescribed under the said Amendment Regulations of an alleged violation of insider trading laws that has occurred, is occurring or about to occur.
- 9.4.2. No unfair treatment such as discharge, termination, demotion, suspension, threats, harassment or discrimination will be meted out to an employee directly or indirectly by virtue of such employee making a voluntary submission as above, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the Regulations, by reason of:
 - a. filing a Voluntary Information Disclosure Form with SEBI;
 - b. testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
 - c. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

10. Penal Consequences

10.1. By the Company:

- 10.1.1. Any Designated Person who violates any provision of the Code, may face disciplinary action/ penal consequences such as monetary, penalties, salary suspension, wage freeze, suspension, ineligibility for future participation in the Company's Share Based Employee Benefit Schemes, cancellation of stock options or ESARs etc.
- 10.1.2. Intimation to stock exchanges: In the event that a Designated Person and/ or his/ her Immediate Relatives, contravenes the provisions of this Code and/or SEBI Regulations, the Company will report such contravention and action taken by the Company in this regard to the stock exchanges where such securities are traded, as may be required under the SEBI Regulations.

10.1.3. Any amount collected as a penalty shall be remitted to the SEBI Investor Protection and Education Fund or to any other fund / account that may be specified by SEBI.

10.2. By the Regulators:

10.2.1. If any Designated Person and/ or his/ her Immediate Relatives contravene any of the provisions of the Code and/or SEBI Regulations, such Designated Person and/or his/ her Immediate Relatives may also be liable for appropriate penal actions in accordance with the provisions of the Securities and Exchange Board of India Act, 1992 and the SEBI Regulations.

11. Miscellaneous

11.1. The Audit Committee shall monitor and periodically review the Code, to recommend necessary changes to the Board, for its approval.

11.2. All queries, matters and issues in relation to the Code, should be directed to the Compliance Officer. All communications under, and in relation to, the Code, should be addressed to the Compliance Officer and sent to the designated e-mail ID: cs_icl@innovacaptab.com.

12. Amendments:

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons.

13. Disclaimer:

The Code is the internal policy of the Company to prevent Designated Persons and Immediate Relatives of Designated Persons from engaging in insider trading. It is however the responsibility of each Designated Person and to ensure compliance by it and the Immediate Relatives of designated person with the provisions of this Code or the Regulations and other related laws. The Company or its Board shall not be responsible or liable for any violation or contravention by any Designated Person or Immediate Relatives of Designated Persons, of this

14. Appendix

Requisite forms are enclosed.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-TRADING APPROVAL

Date: _____
To,
The Compliance Officer
Innova Captab Limited

Dear Sir/Madam,

APPLICATION FOR PRE-TRADING 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 _____ approval for _____ purchase/sale/subscription of the _____ Securities (including derivatives) (GIVE DESCRIPTION) of the Company as per the details given below:

NAME

State whether Director Designated Person Immediate Relative

| | |
|--------------------------|------------------|
| #EMPL | NO. _____ |
| Designation _____ | |
| Department _____ | |
| Location _____ | |

| Nature of transaction | *Name of Proposed Buyer/Seller | No. Of Securities | **Date of purchase /Allotment | ***Previous approval no. and date for purchase/allotment) | DP/BEN ID of the account / folio no. where the securities will be credited/ debited | No. of Securities held in such Account /Folio No. |
|-----------------------|--------------------------------|-------------------|-------------------------------|---|---|---|
| | | | | | DP ID _____ BEN ID _____ FOLIO NO _____ | |

* applicable for off market transaction

** applicable only if the application is in respect of sale of Securities (including derivatives)

*** applicable only if the application is in respect of sale of Securities (including derivatives) for which an earlier purchase sanction was granted by the Compliance Officer

to be filled in only by Employees

I enclose herewith the form of Undertaking signed by me. Yours faithfully,

(Signature of Applicant)

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

FORMAT OF UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- TRADING

UNDERTAKING/DECLARATION

To,
Innova Captab Limited

I, _____, resident of _____ hereby declare that I am Designated Person of **Innova Captab Limited**.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code)] up to and at the time of signing this Undertaking/Declaration.

In case I have access to or I receive any Unpublished Price Sensitive Information after signing this Undertaking/Declaration but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Immediate Relatives would completely refrain from Trading in the Securities (including derivatives) of the Company till the time such Unpublished Price Sensitive Information becomes generally available.

I declare that I have not contravened the Code as notified by the Company from time to time.
I undertake to submit the necessary report within two Trading Days of execution of the transaction/a Nil report if the transaction is not undertaken.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

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

(Signature of the Applicant)

Date:

**ANNEXURE 2
FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

[To be submitted within 2 Trading Days of transaction/Trading in Securities (including derivatives) of the Company]

Date: _____
To,
The Compliance Officer
Innova Limited Dear

Sir,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I / my _____

- **have not bought/sold/subscribed any Securities (including derivatives) of the Company.**
- **Have bought/ sold/ subscribed to the _____ Securities (including derivatives) (GIVE DESCRIPTION) as mentioned below on _____ (INSERT DATE)**

| Name of holder | ** First or joint holder | No. of Securities (including derivative s) dealt with | Bought / Sold/ Subscribed | DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited | Price (Rs) |
|----------------|--------------------------|---|---------------------------|---|------------|
| | | | | | |
| | | | | | |
| | | | | | |

** "F" first holder –"J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) 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 declare that the above information is correct and that no provisions of the Company 's Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree not to buy/sell • the Securities (including derivatives) for a period of [six months] from the date of the aforesaid transaction (applicable in case of purchase / sale transaction by Designated Persons only).



In case there is any urgent need to sell these Securities (including derivatives) within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription). Yours truly,

Signature: _____ Name: _ #Emp No: _____ #Dept/ Div. _____

- Strike out whichever is not applicable.

to be filled in only by Employees

ANNEXURE-3

REPORT ON REASON FOR NOT COMPLETING THE APPROVED TRANSACTION

Code of conduct for regulating, monitoring and reporting of trading by designated persons and their immediate relatives.

To:
Compliance Officer

From:
Name of the Director/Employee :
Designation :
Employee Reference No. :
Department / Unit :
Location :

I hereby give reasons for not executing the approved transaction as per the following details:

| Date of Pre-clearance | No. of Shares/ Derivatives proposed to be bought/sold | DP & Client Id No (In case of Demat) | Reasons |
|-----------------------|---|--------------------------------------|---------|
| | | | |

Name:
Signature:
Date:

ANNEXURE-4

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 share holding |
|---|--|--|--|-----|--------------------|
| | | | Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights | No. | |
| (1) | (2) | (3) | (4) | (5) | (6) |
| Name: PAN: DIN: Address: Contact No. | | | | | |

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 | No. of units (contracts * lot size) | Notional value in Rupee terms | Contract specifications | No. of units (contracts* lot size) | Notional value in Rupee terms |
| (7) | (8) | (9) | (10) | (11) | (12) |
| | | | | | |

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

Signature:

Date:

Name & Designation:

Place:

ANNEXURE-5
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, member of Promoter Group, Designated Person, Insider and other such persons as mentioned in Regulation 6(2), as applicable

| Name, PAN, CIN/ DIN, & address with contact nos. | Category of Person (Promoters/ members of Promoter Group Designated Person/ Insider/ immediate relative / others etc.) | Securities held prior to acquisition/ disposal | | Securities acquired/ Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice / acquisition on shares/ sale of shares specify | | Date of initiation to company | Mode of acquisition / disposal (on market / public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.) |
|--|--|---|----------------------------|---|-----|-------|--|---|----------------------------|--|----|-------------------------------|---|
| | | Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy / Sale / Pledge / Revoked/ Invoke) | Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

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

Details of Trading in derivatives of the Company by Promoter, member of Promoter Group, Designated Person, Insider and other such persons as mentioned in Regulation 6(2), as applicable

| | | | | | | |
|--|-------------------------|----------------|--|----------------|--|----|
| Trading in derivatives (Specify type of contract, Futures or Options etc.) | | | | | Exchange on which the trade was executed | |
| Type of contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |

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

Name & Signature:

Designation:

Date:

Place: