PENTACLE®

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg,
Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

PENTACLE CONSULTANTS (I) LIMITED
MUMBAI

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1. INTRODUCTION

1.1 As per Regulation 9(1) of the Securities and Exchange Board of India ("**SEBI**") (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("**PIT Regulations**"), the Board of Directors of Pentacle Consultants (I) Limited ("**Company**" or "**Pentacle**"), is required to formulate a code of conduct to regulate, monitor and report trading by its Designated Persons *(defined below)* and Immediate Relatives *(defined below)* of Designated Persons towards achieving compliance with Insider Trading Regulations, adopting the minimum standards as set out in Schedule B to the Insider Trading Regulations without diluting any of the provisions of Insider Trading Regulations in any manner.

1.2 The objective of the Code is to prevent persons who have access to unpublished price sensitive information ("**UPSI**") relating to the Company and / or its Securities to misuse such information and / or profit from such information. The Code lays down guidance for Designated Persons and their Immediate Relatives, to understand their obligations under the PIT Regulations, including the procedures to be followed at the time of Trading in the Securities of and dealing with UPSI related to the Company or its Securities.

1.3 This Code was reviewed and approved by the Board.

1.4 This Code is in addition to the PIT Regulations, and the Designated Persons and their Immediate Relatives should be aware of, and comply with, the provisions of the PIT Regulations and this Code at all times, in their entirety.

1.5 For the purposes of this Code, references to the Securities of the Company being listed shall be read to include Securities that are proposed to be listed on a stock exchange. Accordingly, the obligations under this Code, including the maintenance of the structured digital database, shall apply to the Company and its Designated Persons in the period prior to listing to the extent required under the PIT Regulations.

2. DEFINITIONS

2.1 For the purpose of this Code:

"Act"	means the Securities and Exchange Board of India Act, 1992, amended from time to time.
"Board of Directors" / "Board	means the Board of Directors of the Company.
"Compliance Officer"	means any senior officer of the Company who is designated so and reporting to the Board of Directors and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors

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Note: The term '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.

"Connected Person"

any person who is or has during the six months prior to the concerned act been associated with the 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 UPSI or is reasonably expected to allow such access.

(i) 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:

(ii) an Immediate Relative of connected persons specified in clause (i); or

(iii) a holding company or associate company or subsidiary company; or

(iv) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

(v) an investment company, trustee company, asset management company; employee or director thereof; or

(vi) an official of a stock exchange or of clearing house or corporation; or

(vii) 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

(viii) 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

(ix) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(x) a banker of the company; or

(xi) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the company or his Immediate Relative or banker of the company, has more than ten percent of the holding or interest.

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"Contra Trade"	means a trade or transaction which involves buying or selling any number of securities of the Company and within 6 months, trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
"Designated Persons"	shall mean the persons designated by the Board in consultation with the Compliance Officer, who are covered under the Code on the basis of their role and function in the Company and the access that such role and function provides to UPSI in addition to their seniority and professional designation and shall include: (i) Employees of the Company, designated on the basis of their functional role or access to UPSI; (ii) All Promoters of the Company; (iii) All Directors of the Company; (iv) Chief Executive Officer of the Company and employees upto two levels below the Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI; and (v) Any support staff of the Company such as IT staff or secretarial staff who have access to UPSI.
"Director"	means a member of the Board of Directors of the Company.
"Generally Available Information"	means information that is accessible to the public on a non-discriminatory basis but shall not include unverified event or information reported in print or electronic media. **Note**: *It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what UPSI is.* Information published on the website of a stock exchange, would ordinarily be considered as Generally Available Information.
"Immediate Relative"	means a spouse of a person, and includes parent, sibling and child (whether minor or adult) 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. **Note:** It is clarified that a spouse is presumed to be an Immediate Relative, irrespective of financial independence from the concerned Designated Person, unless rebutted so.

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"Insider"	means any person who is: (i) Connected Person; or (ii) in possession of or having access to UPSI. (iii) in receipt of UPSI pursuant to a "Legitimate Purpose"
"Key Managerial Persons" / "KMP	means person as defined in Section 2(51) of the Companies Act, 2013.
"Legitimate Purpose"	shall include sharing of UPSI in the ordinary course of business by the Company and or its authorized representatives with its partners, collaborators, auditors, customers, suppliers, lenders, merchant bankers, legal advisors, insolvency professionals or any other advisors or consultants with whom UPSI is shared provided that such sharing has not been carried out to evade or circumvent the provisions of the PIT regulations and is in accordance with the Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information of the Company.
"Material Subsidiary"	shall mean a subsidiary as identified pursuant to the Policy for Determining Material Subsidiaries adopted by the Company
"Promoter"	shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof ("**SEBI ICDR**").
"Promoter Group"	shall have the meaning assigned to it under the SEBI ICDR.
"SEBI"	means the Securities and Exchange Board of India.
"Securities"	shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof ("**SCRA**").
"Trading"	means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in Securities, and "Trade" shall be construed accordingly; For the avoidance of doubt, it is clarified that: (i) "Trade" includes creation, invocation and revocation of a pledge in Securities, a transfer/receipt of any Securities of the Company through gift.

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(ii) PIT Regulations are also applicable on transmission of shares. However, transmission of shares shall be exempted from provisions of Trading Window closure, pre-clearance and contra trade but the norms relating to disclosure requirements shall be applicable on such transmission.

"Trading Day" means a day on which the recognized stock exchanges are open for Trading.

"Trading Window" means a notional window used as an instrument of monitoring Trading by Designated Persons and includes the period available to the Designated Persons and/or their Immediate Relatives for Trading in the Securities of the Company.

"Unpublished Price Sensitive Information"/ "UPSI" means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available Information 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 / statements;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
(v) changes in Key Managerial Personnel other than due to superannuation or ends of term, and resignation of a Statutory Auditor or Secretarial Auditor;
(vi) Change in rating(s), other than ESG rating(s);
(vii) Fund raising proposed to be undertaken;
(viii) Agreement, by whatever name called, which may impact the
(ix) management or control of the company;
(x) Fraud or default by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
(xi) Resolution plan/ restructuring or one-time settlement in relation to loans/ borrowings from banks / financial institutions;

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PENTACLE CONSULTANTS (I) LIMITED MUMBAI

(xii) Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

(xiii) Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

(xiv) Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

(xv) Outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xvi) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; and

(xvii) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

The SEBI Regulations prohibit communication of UPSI to any person except as required under law. Further, procuring any person to Trade in the securities of any company on the basis of UPSI is also prohibited under the SEBI Regulations. Violations of the SEBI Regulations attract severe penalties including fines and imprisonment.

3. COMPLIANCE OFFICER

3.1 The Company Secretary of the Company has been designated as the Compliance Officer for the purpose of this Code.

3.2 The Compliance Officer shall function under the overall supervision of the Board and Audit Committee, and be responsible for:

3.2.1 Setting forth systems and processes in relation to the implementation of the Code and the PIT Regulations in consultation with the Board/Audit Committee, as the case may be;

3.2.2 Compliance of policies, procedures, maintenance of records and monitoring the adherence of procedures for the preservation of UPSI;

3.2.3 Maintaining records of the Designated Persons and their Immediate Relatives (and other connected persons as required) and any changes made in the list;

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3.2.4 Maintaining record of all the declarations/ disclosures in the appropriate form given by the Designated Persons and their Immediate Relatives for a minimum period of 5 (five) years;

3.2.5 Pre-clearing of trades of Designated Persons and their Immediate Relatives and ensuring related compliances;

3.2.6 Reviewing Trading Plans, if any, to assess whether such plans would have any potential for violating the PIT Regulations, approving and monitoring the implementation of the Plan;

3.2.7 Monitoring trades of Designated Persons and their Immediate Relatives;

3.2.8 Providing reports to the Chairman of the Audit Committee and to the Board of Directors on an annual basis on the compliance status and such other additional reports as the situation may warrant; and

3.2.9 Monitoring implementation of the Code and other requirements under the PIT Regulations and to inform the stock exchanges where the Securities of the Company are listed, in case of any violation of the PIT Regulations in the prescribed format and maintain a database of all such violations of the Code.

3.3 The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the PIT Regulations and this Code.

4. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

4.1 Communication or Procurement of UPSI:

4.1.1 No Insider shall communicate, provide or allow access to any UPSI to any person including, other Insiders, directly or indirectly, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

4.1.2 No Insider shall procure from or cause the communication by any Insider of UPSI, directly or indirectly, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

4.1.3 All information shall be handled within the Company strictly on a "need to know" basis and no UPSI shall be communicated to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. The Company/Compliance Officer shall ensure that the Code contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall

4.1.4 The Board has formulated the 'Policy for determination of Legitimate Purposes' as part of Code of Practices and Procedures for Fair Disclosure of UPSI.

4.1.5 Any person in receipt of the UPSI pursuant to a Legitimate Purpose shall be considered as an Insider and due notice shall be given to such person to maintain the confidentiality of such information.

4.1.6 The Company shall enter the details of the person or entity with whom UPSI is shared, including their name and Permanent Account Number (or other identifier authorised by law where PAN is not available), together with the nature of the UPSI and the name of the person sharing it, in a structured digital database ("SDD") maintained for this purpose. The SDD shall be maintained internally with adequate internal controls and

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checks, such as time-stamping and audit trails, to ensure that it is not tampered with, and shall not be outsourced. The SDD shall be preserved for a period of not less than 8 (eight) years after completion of the relevant transactions and, where SEBI commences any investigation or enforcement proceeding, the relevant records shall be preserved until completion of such proceeding.

4.1.7 Information referred to above shall be held by recipients in secure manner to ensure its confidentiality and prevent any unauthorized use.

4.1.8 All UPSI directly received by any Designated Persons should be reported to the Compliance Officer immediately to ensure necessary compliances in this regard.

4.1.9 Trading by Insiders when in possession of UPSI:

No Insider shall trade in securities of the Company when in possession of any UPSI.
Explanation: *When a 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.*
For Connected Persons, the onus of establishing, that they were not in possession of UPSI shall be on such connected persons and in other cases, the onus would be on the Board.
The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

4.2 Chinese Wall

4.2.1 Chinese Wall procedures and physical arrangements (collectively called "**Chinese Walls**") shall be used to manage confidential information (including UPSI) and prevent inadvertent spread and misuse of such information. In general, Chinese Walls separates areas that have access to UPSI ("**Insider Area**") from those that do not have it ("**Public Area**").

4.2.2 Where Chinese Walls are in place, personnel working within an Insider Area are prohibited from communicating any UPSI to personnel in Public Area without prior approval from the Compliance Officer.

4.2.3 Personnel within the Chinese Wall shall also be responsible to ensure the Chinese Wall is not breached deliberately or otherwise. The "need to know" principle shall be fully in effect within Insider Area.

4.2.4 If an Insider commits a breach or accidentally crosses the Wall, it shall be reported to the Compliance Officer immediately and immediate action shall be initiated to include the recipient as an Insider under this Code.

4.2.5 In exceptional circumstances, persons in the Public Area may be brought "over the wall" and given confidential information strictly on a "need to know" basis, with a prior intimation to the Compliance Officer and the relevant department head, providing reasons for such persons to be brought "over the wall", and ensuring compliance with requisite provisions including maintenance of entries in SDD. Provided however that, if such persons in the Public Area who have "crossed the wall" are provided with UPSI, they shall be bound by confidentiality and other obligations under law, the provisions of this Code and shall not deal in Securities of the Company, during such time that the information is in the nature of UPSI.

4.2.6 Persons who are wall-crossed or secluded within the Chinese Walls are responsible for ensuring that the Chinese Wall is not breached deliberately or inadvertently. If an Insider commits a breach or accidentally

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crosses the Wall, it shall be reported to the Compliance Officer and immediate action shall be initiated to include the recipient as an Insider under this Code.

5. RESTRICTION ON TRADING BY DESIGNATED PERSONS INCLUDING THEIR IMMEDIATE RELATIVES

5.1 Designated Persons and their Immediate Relatives will be required to ensure compliance with the following requirements:

5.1.1 Unless otherwise permitted under law, Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company when the Trading Window is closed.

5.1.2 Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company when in possession of, or having access to, UPSI and till expiry of 48 (forty-eight) hours after such UPSI becomes Generally Available Information irrespective of whether there is an official announcement of Trading Window closure or not.

5.1.3 Designated Persons and their Immediate Relatives shall obtain pre-clearance for Trading in any number of the Company's Securities as per the procedure provided in Para 7.1 below.

5.1.4 Designated Persons and their Immediate Relatives shall not execute contra trade (i.e., undertaking an opposite transaction in the Securities, viz., either disposal or acquisition of Securities of the Company during the next 6 (six) months following the last acquisition or disposal transaction respectively). This restriction will not apply to Securities acquired through exercise of Employee Stock Option Plans (ESOPs) (however, subsequent sale of shares allotted under ESOPs shall be subject to contra-trade rules). The restriction of contra trade will also not apply in respect of participation in Follow-on Public Offer (FPO); rights issue; bonus or tendering of shares in open offer; share buy-back or delisting offer, exit offers or pledge creation/revocation for bona fide financing purposes, etc., so long as the initial transaction of buy / sell has been completed in accordance with the PIT Regulations.

5.1.5 The Compliance Officer may grant relaxation from the strict applicability of contra trade restrictions for reasons recorded in writing, provided that such relaxation does not violate the Code or the PIT Regulations.

5.1.6 In case 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 credit to the Investor Protection and Education Fund administered by it.

5.2 Designated Persons and their Immediate Relatives shall not execute trades through portfolio management services (discretionary or otherwise) where such manager has discretionary authority to trade in Company's Securities without prior instruction, unless covered by a valid Trading Plan.

5.3 Designated Persons and their Immediate Relatives shall not, at any time, deal in or take positions in derivative transactions (whether futures, options or otherwise) in the Securities of the Company, except to the extent expressly permitted under the PIT Regulations and applicable law.

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6. TRADING WINDOW

6.1 After consulting with the Chief Financial Officer, the Compliance Officer shall announce closure of Trading Window for dealing in Securities of the Company at any time for any of the following events:

6.1.1 Declaration of financial results;

6.1.2 Fundraising proposals, corporate restructuring, material acquisitions/mergers, or change in capital structure;

6.1.3 Any other purpose in consultation with the Chief Financial Officer when any Designated Person or a class of Designated Persons can reasonably be expected to have possession of UPSI about the Company.

6.2 In respect of declaration of financial results, the Trading Window shall remain closed not later than from the first day of the month following the quarter, half year or financial year, as the case may be, till 48 (forty-eight) hours from the time, the results are communicated to the stock exchanges. The gap between clearance of accounts by the audit committee and the Board meeting should be as narrow as possible, so as to avoid leakage of material information.

6.3 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market. The re-opening of the Trading Window in any event shall not be earlier than 48 (forty-eight) hours after the UPSI becomes Generally Available Information.

6.4 As regard to any other matter referred to in 6.1 (ii) above, the Trading Window would be regarded as closed for such Designated Persons, employees and their respective Immediate Relatives from the time of initiation of discussion regarding the project and shall be opened 48 (forty-eight) hours after the information referred to above is made public or after the expiry of a cooling off period from the date when the decision to abandon the project is undertaken.

6.5 Unless otherwise permitted under law (such as pre-cleared pledge creation or statutory offers), Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company when the Trading Window is closed.

6.6 Notwithstanding the fact that a Trading Window closure period has not been notified, Designated Persons and their respective Immediate Relatives shall not Trade in the Company's Securities from the time he / she comes in possession of UPSI till 48 (forty-eight) hours (or such other period as may be specified) after the UPSI becomes Generally Available Information or after the expiry of a cooling off period from the date when the decision to abandon the project is undertaken, as may be specified.

7. PROCEDURE FOR PRE-CLEARANCE OF TRADES

7.1 Designated persons and their Immediate Relatives that intend to Trade in the Securities of the Company shall:

7.1.1 execute such trades subject to the compliance with the Code;

7.1.2 unless otherwise specified under law, trade only when "**Trading Window**" is open;

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7.1.3 unless otherwise permitted, trade in the Securities of the Company only on seeking pre-clearance from the Compliance Officer by filling the form as provided in **Annexure I** in the manner prescribed by the Company, where the value of Securities proposed to be Traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only).

7.2 Such application should be complete and correct in all respects and should be accompanied by such undertakings and declaration and other documents/papers as may be prescribed by the Compliance Officer from time-to-time.

7.3 Pre-clearance of trade shall not be required for a trade executed as per an approved trading plan in line with the PIT Regulations. Pre-clearance shall be required for transactions for transfer of beneficiary rights to any of the Immediate Relatives of the applicant.

7.4 Designated Persons will be responsible for ensuring compliance with the Code, as specified, in respect of themselves as well as their respective Immediate Relatives.

7.5 The pre-clearance shall be valid for a period of days as may be granted by the Compliance Officer which shall, in no event, be more than 7 (seven) Trading Days. In case of failure to execute trade within the stipulated period, fresh application for obtaining Pre-clearance has to be sought.

7.6 In case of Compliance Officer, such application for pre-clearance shall be considered by the Chief Executive Officer or Chairman of the Audit Committee.

7.7 The applicant shall be required to disclose the details of the Trade executed pursuant to pre-clearance within 2 (two) Trading Days of such Trade in the format prescribed under **Annexure II**.

7.8 In the event the applicant does not Trade after securing pre-clearance, the applicant shall report the decision of not to trade to the Compliance Officer in writing in the format prescribed under **Annexure III** within 2 (two) Trading Days of the expiry of the approval period.

7.9 Securities acquired pursuant to a pre-cleared Trade shall be held for a minimum period of 6 (six) months, which requirement shall operate in addition to and consistently with the contra trade restriction in Para 5.1(iv) and the exceptions set out therein. Where compliance is not possible for reasons beyond the control of the Designated Person, the Securities may be sold only with the prior approval of the Compliance Officer for reasons recorded in writing.

8. TRADING PLAN

8.1 The PIT Regulations recognize the concept of 'trading plans'.

8.2 Any Designated Person or Insider intending to formulate a 'trading plan' shall consult the Compliance Officer to discuss the applicable requirements and procedure.

8.3 The Compliance Officer shall only approve a 'trading plan' in accordance with the applicable provisions of the PIT Regulations. Once approved, the Trading Plan shall be subject to a minimum cooling-off period of 120 days prior to commencement of trading.

8.4 In case of Compliance Officer, the trading plan will be presented to the Chief Executive Officer.

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PENTACLE CONSULTANTS (I) LIMITED MUMBAI

9. DISCLOSURES

9.1 Initial Disclosure

9.1.1 Every person on appointment as a KMP or as a Director of the Company or upon becoming a Promoter or member of Promoter Group, will disclose their holding in the Securities of the Company as on the date of appointment or becoming a KMP / Promoter / member of Promoter Group to the Company, within 7 (seven) days of such appointment or becoming a KMP / Promoter / member of Promoter Group, to the Compliance Officer in required form as provided in **Annexure IV** to this Code in the manner prescribed by the Company.

9.1.2 A Designated Person is required to submit an initial declaration in the format prescribed by the Company in **Annexure V** within 30 (thirty) days of the joining or becoming a Designated Person, 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 past employers;

(c) Permanent Account Number (**"PAN"**) or in the absence of PAN, any other identifier permitted by law and mobile numbers. These details shall be submitted by Designated Person for themselves, and also, for the following persons:

- Immediate Relatives; and
- Persons with whom such Designated Person shares a Material Financial Relationship

For this Code, **"Material financial relationship"** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such Designated Person's annual income but shall exclude relationship in which payment is based on arm's length transactions; and

(d) Details of holdings of the Securities of the Company for themselves as well as their Immediate Relatives.

9.2 Continuous Disclosure

9.2.1 Every Promoter, Member of the Promoter Group, Director and other Designated Person of the Company shall disclose in the prescribed format under **Annexure VI**, to the Compliance Officer the number of Securities of the Company (including derivatives, if any) acquired or disposed of by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, within 2 (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 lakh or such other value as may be specified.

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9.2.2 **Note on System-Driven Disclosures:** To the extent disclosures under Regulation 7(2) are captured automatically via stock exchange/depositories systems, manual filing requirements may be exempted as per SEBI circulars issued from time to time.

9.2.3 The particulars of such Trading will be reported to the stock exchange(s) as per the regulatory requirements, where necessary, within 2 (two) Trading Days of receipt of disclosure or becoming aware of such transaction.

9.3 **Annual / Period End Disclosure**

9.3.1 Every Promoter, Member of Promoter Group, KMP, Director and other Designated Person of the Company shall on an annual basis, confirm the details submitted under clause 9.1.(ii) above, and re-submit the latest information, in the event of any change in any detail and also disclose their holding statements, the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Securities of the Company and Other Companies (including derivatives, if any) to the Compliance Officer as on 31st March every year in the format prescribed under **Annexure VIII**. Such statement shall be submitted by 30th April every year.

9.4 **Disclosure by other Connected Persons as identified by the Company**

9.4.1 The Company, at its discretion, may require any identified Connected Person or class of Connected Persons (including relatives, co-residents, and associated entity partners) to make disclosures of holdings and Trading in Securities of the Company in the format prescribed under **Annexure IX** and at such frequency as may be determined by the Company in order to monitor compliance with the PIT Regulations.

10. MECHANISM OF INTERNAL CONTROL

10.1 The Chief Executive Officer or Managing Director of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the PIT Regulations to prevent insider trading.

10.2 The internal controls shall include the following:

10.2.1 all employees who have access to UPSI shall be identified as Designated Persons;

10.2.2 all UPSI shall be identified and its confidentiality shall be maintained as per the requirements of this Code and the PIT Regulations;

10.2.3 adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code;

10.2.4 lists of all employees and other persons with whom UPSI is shared or from whom UPSI is received shall be maintained in the SDD and confidentiality agreements shall be signed or notice shall be served to all such employees and persons as relevant;

10.2.5 the Company will conduct periodic training sessions as well as share awareness mailers for its personnel, Designated Persons, Board and senior management, so as to sensitize them of the compliances under the PIT Regulations on an on-going basis;

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PENTACLE CONSULTANTS (I) LIMITED MUMBAI

10.2.6 all other relevant requirements specified under the Code shall be complied with; and

10.2.7 periodic process review, on an annual basis shall be conducted by the internal audit team of the Company to evaluate the effectiveness of internal controls in place.

10.3 The Audit Committee of the Company shall review compliance with the provisions of the PIT Regulations, at least once in a financial year, on the basis of the internal audit report presented and shall verify that the systems for the aforesaid internal controls are adequate and are operating effectively.

10.4 Policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, have been formulated by the Company and duly approved by Board. The Company also has a Whistle Blower Policy which shall be available on the website of the Company. Any suspected violation of leak of UPSI or violation of this Code or PIT Regulations can be reported under the whistle blower policy of the Company.

10.5 Retaliation for reporting suspected violation is strictly prohibited under this Code. Employees who report any alleged violation of insider trading laws in accordance with the Informant Mechanism under the PIT Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

10.6 If an inquiry is initiated by the Company in case of reported leakage of UPSI or suspected leak of UPSI, the intermediaries and fiduciaries engaged by the Company shall be duty bound to co-operate with the Company in connection with such inquiry conducted by the Company.

11. PENALTY AND PUNISHMENT FOR CONTRAVENTION OF CODE OF CONDUCT

11.1 The Designated Persons shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

11.2 The persons who violate this Code shall be subject to disciplinary action which in respect of a Designated Person may include instances of warning, imposition of monetary penalty, wage freeze, suspension, recovery, or termination of employment. Any amount collected under this clause would be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. The Compliance Officer, on behalf of the Company, shall inform the Stock Exchange(s) where the concerned securities are traded, about such violation in the format as prescribed by the Stock Exchanges from time to time.

11.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the PIT Regulations.

11.4 The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the PIT Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

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12. DIGITIZATION OF DATA OF INSIDERS

12.1 The Company has provided and implemented web-based software for digitization of the data and records required to be maintained for and by the insiders and the Company as provided in the Insider Trading Regulations including submission of the undertakings, continual/ annual disclosures, approval of the trading plan etc. With implementation of Web-based software, the Forms and Registers as attached in the Code are replaced with the forms and registers provided in the web-based software.

12.2 The Company reserves the right to amend or replace the existing web-based software with any other of the same kind or develop its own software for digitizing the records of the insider. Insider shall adhere to and comply with the requirement of taking approval and submitting disclosures etc. Through the web-based software, nonadherence to which shall be treated as contravention of the Code.

13. UPLOADING CODE OF CONDUCT ON COMPANY'S WEBSITE:

13.1 The Code and any amendments thereto shall be available on the website of the Company.

14. MISCELLANEOUS

14.1 The formats of various forms / applications referred to in the Code are annexed.

14.2 For all queries concerning this Code, please contact the Compliance Officer.

14.3 The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

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Annexure I

FORM FOR PRE-CLEARANCE OF TRANSACTIONS

To
The Compliance Officer
Pentacle Consultants (I) Limited
(formerly Pentacle Consultants (I) Private Limited)

In accordance with the Company's Code of Conduct for Prevention of Insider Trading ("**Code**"), I hereby request you to kindly permit me / my Immediate Relative(s) as defined in the Code to Trade in the Securities of the Company, as per details below:

Name of the person who is undertaking the Trade (Designated Person/ Immediate Relative)	
Nature of relationship (Self, spouse, etc.)	
Name of the company whose Securities are being traded	
Type of Securities (equity, debentures, etc.)	
Scrip Code / ISIN	
Nature of Trade (purchase, sale, pledge, gift, etc.)	
No. of Securities for which approval is being sought	

In relation to the above trading, I undertake that:

(i) I, being a Designated Person, declare that I am not in possession of or privy to any Unpublished Price Sensitive Information ("**UPSI**") up to the time of signing this Undertaking/Declaration.

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CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

(ii) In case I have access to / receive any UPSI before execution of the transaction, I shall inform the Compliance Officer of the change in my position and refrain myself and shall also ensure that my Immediate Relatives would completely refrain from Trading in the Securities (including derivatives, if any) of the concerned company till the time such UPSI becomes generally available.

(iii) I declare that I have not contravened the Code as adopted by the Company from time to time.

(iv) 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.

(v) I confirm that I have not entered into within the past six months, nor shall enter into within the next six months, a opposite transaction or contra trade in respect of the concerned Securities.

(vi) I am aware that, I shall be liable to face penal consequences and / or disciplinary action in case the above are found to be misleading or incorrect at any time.

(vii) I agree to comply with 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.

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

Thanking you,

Signature :
Date :
Place :

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

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Annexure II

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

To
The Compliance Officer
Pentacle Consultants (I) Limited
(*formerly Pentacle Consultants (I) Private Limited*)

In accordance with the Company's Code of Conduct for Prevention of Insider Trading ("**Code**"), please see below details of Trades executed pursuant to the pre-clearance granted to me:

Name of the person who has undertaken Trade (Designated Person/ Immediate Relative)	
Nature of relationship (Self, spouse, etc.)	
Type of Securities (equity, debentures, etc.)	
Scrip Code / ISIN	
Nature of Trade (purchase, sale, pledge, gift, etc.)	
Trade Date	
No. of Securities dealt with	
Amount of Trade	

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

I request you to take above on records and declare that I have made full and true disclosure in the matter.

Thanking you,

Signature :
Date :
Place :

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Annexure 3

FORMAT FOR REPORTING NON-EXECUTION OF TRADES

To
The Compliance Officer
Pentacle Consultants (I) Limited
(*formerly Pentacle Consultants (I) Private Limited*)

In accordance with the Company's Code of Conduct for Prevention of Insider Trading ("**Code**"), I wish to inform you that as against the pre-clearance approval granted to me, the transaction for the following Securities of the Company were not executed during approval period, for the reason provided below:

Name of the person who has undertaken Trade (Designated Person/ Immediate Relative)	
Nature of relationship (Self, spouse, etc.)	
PAN	
Approval obtained for total no of Securities	
Type of Securities (equity, debentures, etc.)	
No. of Securities for transaction executed	
No. of Securities for transaction not executed	
Reason for transaction not executed	

I request you to take above on records and declare that I have made full and true disclosure in the matter.

Thanking you,

Signature :
Date :
Place :

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Annexure IV

INITIAL DISCLOSURE UNDER REGULATION 7 (1) (B) READ WITH REGULATION 6(2) OF THE PIT REGULATIONS

Name of the company: Pentacle Consultants (I) Limited (formerly Pentacle Consultants (I) Private Limited) 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 Director / KMP OR Date of becoming Promoter /Member of Promoter group or identification as DP	Securities held at the time of appointment of KMP/ director or upon becoming Promoter/ Member of Promoter Group		% of shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

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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 Direct/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts*lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts*lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name &Signature:
Designation:
Date:
Place:

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Annexure V

FORMAT FOR DISCLOSURE OF PARTICULARS BY PROMOTER / MEMBER OF PROMOTER GROUP / KEY MANAGERIAL PERSONNEL / DIRECTOR/ DESIGNATED PERSON

(*details required as part of initial disclosure and disclosure as and when there is a change in information submitted*)

To
The Compliance Officer
Pentacle Consultants (I) Limited
(*formerly Pentacle Consultants (I) Private Limited*)

(A) Details of myself and my Immediate Relative(s):

Sr. No.	Name of the person	Nature of relationship (Self, spouse, etc.)	Nature of legal identifier of the person *(PAN/ Passport/ Aadhaar Card etc.)*[3]	Legal identifier number	Phone / Mobile number
SELF					
IMMEDIATE RELATIVE(S)					
1.					
2.					

(B) Details of our respective holdings in Securities:

Sr. No.	Name of the person	Name of the company whose Securities are held as on date	Type of Securities	Scrip Code/ ISIN
SELF				
IMMEDIATE RELATIVE(S)				
1.				
2.				

(C) Details of all educational institutions from where I have graduated (*from graduation till date*):

Sr. No.	Particulars of the Educational Institution	Particulars of the qualification/ degree	Year of graduation
1.			
2.			

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(D) Details of all my past employers:

Sr. No.	Particulars of the past employer	Period of service (Month/Year – Month/Year)
1.		
2.		

(E) Details of persons with whom I share a Material Financial Relationship:

Sr. No.	Name of the person	Nature of relationship	Nature of legal identifier of the person *(PAN/ Passport/ Aadhaar Card etc.)*[3]	Legal identifier number	Phone / Mobile number
1.					
2.					

I hereby undertake to inform the changes in the above details from time-to-time. I hereby declare that the above details are true, correct, and complete in all respects.

Thanking you,

Signature :
Date :
Place :

Notes:

1. "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;
2. "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 at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.
3. Any other legal identifier to be provided only in the absence of PAN.

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Annexure VI

FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING CERTAIN THRESHOLDS BY PROMOTER/ MEMBER OF THE PROMOTER GROUP/ DIRECTORS/ DESIGNATED PERSON PURSUANT TO REGULATION 7 (2) READ WITH REGULATION 6(2)

Name of the company: Pentacle Consultants (I) Limited (formerly Pentacle Consultants (I) Private Limited) ISIN of the company: _____

Details of change in holding of the securities of the Company and Details of trading in derivatives on the securities of the Company by Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and such other persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address of Promoter / Member of Promoter Group/ KMP / Designated Person / Director with contact nos.	Category of Person (Promoters / Member of Promoter Group/ KMP/ Designated Person / Directors / immediate relatives to /others, etc.)	Securities held prior to acquisition / disposal	Securities acquired/ disposed	Securities held post acquisition / disposal	Date of allotment advice/ acquisition of shares/ disposal of shares specify	Date of intimation to company	Mode of acquisition (market purchase /public rights preferential offer /off market	Exchange on which the trade was executed

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CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

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		Type of security (For e.g. – Shares, Warrants, Conver tible Deben tures, Right entitlemets , etc.)	No. and % of share holdi ng	Type of security (For e.g. – Shares, Warrant s, Conver tible Deben tures, Right entitlem ets etc.)	No.	Value	Trans action type (Purch ase/ sale/ pledge / revoca tion/ other- please specify)	Type of securi ty (For e.g. – Share s, Warr ants, Conve r tible Deben tures, Right entitle mets etc.)	No. and % of share holdi ng	Fro m	To		/ Inter-se transfe r, etc.	

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Notes:

1. *"Securities" shall have the meaning as defined under regulation 2(I)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.*
2. *Value of transaction excludes taxes/brokerage/ any other charges*

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

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

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

Name &Signature:
Designation:
Date:
Place:

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

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Annexure VII

FORMAT FOR ANNUAL DISCLOSURE

To
The Compliance Officer
Pentacle Consultants (I) Limited
(formerly Pentacle Consultants (I) Private Limited)

This is to state that, during the year _____ till the date of this declaration, I or my Immediate Relative(s) as defined in the Code of Conduct for Prevention of Insider Trading of the Company ("**Code**"):

(i) have not carried out any trade in any of the Securities while in possession of Unpublished Price Sensitive Information.

(ii) have not carried out any trade in any of the Securities in violation of the Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("**PIT Regulations**").

(iii) Have complied with the provisions of the Code and the PIT Regulations.

I further confirm the below information submitted by me in terms of Clause 9.3 (ii) of the Code:

Sr. No.	Name	Relation with the employee (Self / Immediate Relative[1] / Person with whom material financial relationship is shared by me [2])	PAN or Other identifier authorized by law[3]	Phone, Mobile and Cell No.	No. of Company's Securities held as on March 31,
1					
2					
3					
4					
5					
6					

The above information is true and correct to the best of my knowledge and I will report changes herein, if any, as soon as I come to know.

Thanking you,

Signature :
Date :
Place :

PENTACLE CONSULTANTS (I) LIMITED MUMBAI

PENTACLE CONSULTANTS (I) LIMITED
(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED
REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg,
Lower Parel, Delisle Road, Mumbai, Maharashtra - 400013, INDIA
CALL: +91 022 45222465/66 | INFO@PENTACLE.GLOBAL | WWW.PENTACLE.GLOBAL
CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP

Notes:

1. "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.

2. "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 12 (twelve) months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

3. Any other legal identifier to be provided only in the absence of PAN.

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Annexure IX

Indicative format for reporting under Regulation 7(3) by other Connected Persons

Name, PAN No., CIN/DIN & address with contact nos. of other connected persons as identified by the Company	Connection with the Company	Securities held prior to acquisition / disposal		Securities acquired/ disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to comp any	Mode of acquisition (market purchase / public rights preferential offer / off market/ Inter-se transfer, etc.	Exchange on which the trade was executed
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. and % of shareholding	Type of security (For e.g.- Shares, Warrants, Convertible Debentures, etc.)	No.	Value	Transaction type(purchase/sale/ pledge/revocation/invocation /other- please specify	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Right entitlemets etc.)	No. and % of shareholding	From	To			

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Notes:

1. *"Securities" shall have the meaning as defined under regulation 2(I)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.*
2. *Value of transaction excludes taxes/brokerage/ any other charges*

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

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

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

Name & Signature:
Designation:
Date:
Place:

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