

**EXPLEO SOLUTIONS LIMITED**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT**  
**TRADING BY DESIGNATED PERSONS**

## Introduction: This code aims to define and establish:

- Prevention of Insider trading of Securities
- Maintenance of confidentiality of unpublished price sensitive information
- Adherence to Securities and Exchange Board of India's (SEBI) applicable guidelines by all connected persons including Directors, Officers, and designated persons for prevention of Insider Trading.

### 1. Objective:

To elucidate and inform all connected or any deemed connected persons to the Company, that, they have the responsibility and duty to preserve the confidentiality of all the unpublished price sensitive information held by him or her, and to put in place a framework for prevention of insider trading in Securities.

### 2. Definitions:

**“Board”** means the Board of Directors of the Company;

**“Code”** means this Code of Conduct to Regulate, Monitor and Report Trading by Insiders;

**“Company”** means Expleo Solutions Limited;

**“Compliance Officer”** means Company Secretary or any other Senior Officer, who may be designated as ‘Compliance Officer’ for this purpose and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, designated so by the Board and reporting to the Board 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board.

Here the term, “Financially Literate” shall mean a person who has the ability to read and understand basic financial statements i.e. Balance Sheet, Statement of Profit and Loss Account and Statement of Cash Flows.

**“Connected Person”** means any person who

- i. is or has been during the six months prior to the concerned act, associated with the 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 between himself/herself and the

Company whether temporary or permanent, with the Company that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
  - a. a immediate relative of connected persons specified in clause (i) above; or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in section 12 of the SEBI 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 recognized or authorized by SEBI; 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) above is also a partner; or
  - l. a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d) above.

**“Designated Persons”** shall include:

- (i) Promoter and Promoter Group;
- (ii) Directors / Officers / Employees including all Employees identified by the Head of Department (HOD's) of respective department as Designated Person from time to time;
- (iii) All Employees in the Finance, Accounts and Secretarial Departments, Sales & Marketing Departments, Information Technology Department by whatever designations they are called of the Company, and of its material subsidiary;
- (iv) Directors of Holding and Subsidiary Companies and the relevant employees of such companies;
- (v) Employees one level below the board of the material subsidiary;
- (vi) Chief Executive Officer and employees up to two levels below Chief Executive Officer of, intermediary, fiduciary and the Company's material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information; and

(vii) Such Employees as designated and notified by the Compliance Officer from time to time with the approval of any MD & CEO.

(viii) Any person who is in possession of or having access to unpublished price sensitive information.

**“Director”** means a member of the Board of the Company.

**“Employee”** means every employee of the Company including the Directors in the employment of the Company.

**“Fiduciaries”** mean Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company shall be collectively referred to as fiduciaries.

**“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

**“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.

**“Insider”** means any person who is:

- i) a Connected Person; or
- ii) in possession of or having access to Unpublished Price Sensitive Information.

**“Insider Trading”** means when Insiders trade while in possession of Unpublished Price Sensitive Information.

**“Material Financial Relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

**“Proof of Identity”** means Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

**“Promoter”** shall have the meaning assigned to it under the Securities and Exchange of India (Issue of Capital and Disclosure requirements) Regulations, 2018, or any modifications thereof.

**"Promoter Group"** 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.

**"Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended.

**"Relative"** shall mean 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) of this definition; and
- (vi) spouse of the person listed at sub-clause (iv).

**NOTE:**

**It is intended that the relatives of a "connected person" to become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.**

**"SEBI"** means the Securities and Exchange Board of India.

**"SEBI Act"** means the Securities and Exchange Board of India Act, 1992.

**"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.

**"Stock Exchange"** means the stock exchanges where Securities of the Company are listed.

**"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

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

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

**"Unpublished Price Sensitive Information" or "UPSI"** means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Financial condition, projections or forecasts (apply the materiality concept)
- (iii) Dividends (both Interim and Final);

- (iv) Change in capital structure or fund raising proposed to be undertaken;
- (v) Mergers, de-mergers, takeovers, amalgamation, delisting, disposals, Joint Venture, opening of new Branches or entity and award or termination of order/contracts not in the normal course of business;
- (vi) Changes in Directors, Senior Management Personnel, Compliance Officer, Auditors, Key Managerial Personnel (other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor);
- (vii) Known but unannounced future earnings or losses;
- (viii) Significant corporate events, such as a pending or proposed acquisition or joint venture;
- (ix) Buyback, issue of Bonus Shares, Stock Splits or changes in dividends;
- (x) Options to purchase securities including ESOP Scheme;
- (xi) Information of the following nature with customers, suppliers or other business partners:
  - a) matters concerning significant increase or decrease impacting the financials of the Company;
  - b) matters concerning profitability in the business;
  - c) matters relating to any disagreement/disputes in delivery or otherwise having the potential to impact on the business relationship;
  - d) matters that may lead to cessation of business - temporary or permanent.
- (xii) Positive or negative developments in outstanding litigation, investigations or regulatory matters with significant impact on financial results;
- (xiii) Member - Supervisory Board;
- (xiv) Member - Management Board;
- (xv) Change in rating(s), other than ESG rating(s)
- (xvi) Agreements, by whatever name called, which may impact on the management or control of the company;
- (xvii) Fraud or defaults 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;
- (xviii) Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xix) 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;
- (xx) Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting misstatement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xxi) 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;
- (xxii) Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xxiii) Giving guarantees of indemnity or becoming a surety, by whatever named, for any third party, by the company not in the normal course of business;
- (xxiv) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;

(xxv) such other information that the company may decide from time to time.

All terms used in this Code but not defined above shall have the meanings ascribed to them in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, Rules and Regulations, as the case may be.

### 3. Compliance Officer:

The Compliance Officer shall be responsible for:

- setting forth policies, procedures, as approved by the Board of Directors of the Company and monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”;
- pre-clearing of Trades by Designated Persons and by their Immediate Relatives (directly or through respective department heads as may be decided) subject to the approval of the Managing Director or any other Director / Executive, designated in this regard and to seek such declarations, as is deemed necessary.
- monitoring of Trades and the implementation & administration of the Code under the overall supervision of the Board, in compliance with the Regulations;
- Obtaining and maintaining a record of the designated persons as per Annexure **INS T FORM # 4** and any changes made in the list of designated persons along with such list, he/she shall also keep a record of Name and Proof of Identity of the following persons as provided by the designated person
  - ✓ immediate relatives;
  - ✓ persons with whom such designated person(s) share a material financial relationship; and
  - ✓ Phone, mobile and cell numbers which are used by them.
- maintaining a record of the Designated Persons and any changes made in the list of Designated Persons;
- assisting all the Employees in addressing any clarifications regarding the Regulations and the Code;
- reporting to the Board and in particular, providing reports to the Chairperson of the Audit Committee, if any, or to the Chairperson of the Board **once in every quarter**;
- Putting in place adequate and effective system of internal controls as explained in Regulation 9A(2) of the PIT Regulation;
- maintaining records of all declarations and disclosures received by him/her under the Code for a minimum period of 5 years;
- disclosing to the Stock Exchange disclosures as required under the Regulations;
- reviewing and approving of Trading Plans after getting the approval of the Managing Director / any other director designated in this regard and notification of the same to the Stock Exchanges; and to seek any declarations from the insider in that regard and
- closing and re-opening of Trading window and maintaining a record of the same from time to time.

#### 4. Preservation of “Unpublished Price Sensitive Information”:

- a. All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of such person’s legitimate purposes, performance of duties or discharge of his legal obligations.
- b. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
  - i. Entail an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the sharing of such information is in the best interests of the Company; or
  - ii. not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- c. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.
- d. The Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose set out at paragraph 5(b) above and shall not otherwise Trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.
- e. The Board of Directors shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database.
- f. The board of directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

g. Need to Know:

(i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duties or legal obligations, further their legitimate purpose and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any Employee should immediately be reported to the head of the department.

h. Limited access to confidential information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

## 5. Prohibition on dealing or communicating matters relating to insider trading:

No Insider when in possession of Unpublished Price Sensitive Information shall:

- Either on his behalf or on behalf of any other person trade in Securities of the Company;
- Communicate, or provide or allow access to, directly or indirectly, any Unpublished Price Sensitive Information to/from any person.

## 6. Chinese Wall – Norms & Processes:

The Company shall adopt the following Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”:

- a. Physical separation of departments to insulate them from each other;
- b. An educational programme, normally recurring, to emphasize the importance of not improperly or inadvertently divulging confidential information;
- c. Strict and carefully defined procedures for dealing with situations where it is thought that the wall should be crossed, and maintaining proper records where that occurs;
- d. Monitoring by the Compliance Officer of the effectiveness of the Chinese Wall;
- e. Disciplinary sanctions where there has been a breach of the wall; and
- f. If an Employee/outsider receives Unpublished Price Sensitive Information from the inside area of the Company, it is treated that the said Employee or outsider has crossed the wall. Pursuant to crossing the wall, the Employee becomes an Insider. Such Employee/outsider must be subject to all restrictions and prohibitions as required under this Code, the Regulations and policies relating to Chinese Walls. An Employee shall no longer be considered to be an Insider when the Unpublished Price Sensitive Information is published and are no longer significant to the market.

## 7. Trading Plan:

- a. An insider shall be entitled to formulate a trading plan for trading in securities of the Company, in accordance with paragraph 8(b) below (“**Trading Plan**”) and present it to the Compliance Officer (mail id: [Complianceofficer.expleosol@expleosolutions.com](mailto:Complianceofficer.expleosol@expleosolutions.com)), for **approval and public disclosure** pursuant to which Trades may be carried out on his / her behalf in accordance with such Trading Plan. By doing so, the possession of Unpublished Price Sensitive Information received subsequent to framing the said Trading Plan would not prohibit the execution of such Trades that he/ she had pre-decided even before the possession of such Unpublished Price Sensitive Information.
  - b. The Trading Plan shall:
    - i. not entail commencement of Trading on behalf of the Insider **earlier than one hundred and twenty calendar days** from the public disclosure of the plan;
    - ii. not entail overlap of any period for which another Trading Plan is already in existence;
    - iii. set out following parameters for each trade to be executed and
      - either the value of trade to be effected or the number of securities to be traded;
      - nature of the trade;
      - either specific date or time period not exceeding five consecutive trading days with an outer limit of 120 days / months following the presentation of the Trading Plan to the Compliance Officer;
      - price limit\*, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
        - a) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price
        - b) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price
    - iv. not entail trading in securities for market abuse.
- (\*This is an optional parameter and is required to be rounded to the nearest numeral if included in the trading plan.)*
- c. The Compliance Officer shall consider and review the Trading Plan made as above to assess whether the Trading Plan would have any potential violation of the Regulations and shall approve it accordingly after getting in-principle approval from the Managing Director of the Company. He / She shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan, as per provisions of the Regulations.
  - d. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled to either execute any Trade in the

Securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

- e. The implementation of the Trading Plan shall not be commenced, if at the time of formulation of the Trading Plan, the Insider was in possession of any Unpublished Price Sensitive Information and the said information has not become Generally Available Information at the time of the commencement of implementation.

The trade not to be executed, if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, and price of the security is outside the price limit set by the insider. The insider shall execute the trade only if the execution price of the security is within such limit.

- f. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

## **8. Restrictions and procedures for Directors, Officers and designated persons while dealing in company securities:**

- a) All Directors, officers and Designated Persons and their Immediate Relatives shall conduct all their dealings in the Securities of the Company only within a valid trading window, within the threshold limit prescribed hereunder and not during the Prohibited Period (as defined below), except as provided in a Trading Plan formulated in accordance with paragraph 8(b) above.
  - Valid trading window shall mean a period other than the Prohibited Period.
  - **Prohibited period means:**
    - Period beginning from the end of every quarter till 48 hours from the time the Unpublished Price Sensitive Information is made public is considered and approved by the Board and informed to the Stock Exchanges.
    - Such other period as may be specified by the Compliance Officer from time to time in consultation with any MD & CEO of the Company.
  - The Compliance Officer shall intimate the closure of the valid trading window to all the Designated Persons of the Company when he / she determines that a Designated Person or a class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such Securities to which such Unpublished Price Sensitive Information relates.
  - Additionally, the trading window shall be closed in particular for a designated person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of designated persons can reasonably be expected to have possession

of UPSI, for such periods as determined by Compliance Officer in consultation with the Managing Director and CEO of the Company.

- The valid trading window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published, as determined by the Compliance Officer. The valid trading window shall be opened after a minimum of 48 hours after the Unpublished Price Sensitive Information is made public.
- All Designated Persons (including their Immediate Relatives) shall conduct all their dealings in the Securities only when the valid trading window is open and no Designated Person shall deal in the Securities during the period when the valid trading window is closed or during any other period as may be specified by the Compliance Officer from time to time.
- Despite the valid trading window being open, Designated Persons (and their Immediate Relatives) would only be allowed to Trade, in excess of the threshold limits (10,000 Shares), subject to pre-clearance by the Compliance Officer and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.
- The trading window restrictions mentioned herein shall not apply in respect of –
  - (a) Transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Regulation and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI.
  - (b) Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.
- In case of ESOPs, exercise of option may be allowed in the period when the valid trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the valid trading window is closed.
- Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- The gap between clearance of accounts by audit committee and board meetings should be as narrow as possible and preferably on the same day to avoid leakage of material information.

**b) Pre-Clearance of trading in securities of the Company:**

- All Directors, Officers and Designated Persons who intend to trade in Securities of the Company exceeding **10,000** Securities in aggregate per calendar month, regardless of whether the valid trading window is open or closed, shall pre-clear the transactions as per the pre-clearance procedure as described at paragraph 9(c) below.

**c) Procedure for Pre-Clearance of Trade:**

- An application in writing or by way of an email communication at [insider.expleosol@expleosolutions.com](mailto:insider.expleosol@expleosolutions.com), for pre-clearance of Trade in **Form -2**, shall be made to the Managing Director and CEO and to the Compliance Officer. The application shall also be accompanied by an undertaking as per the prescribed format in **“Form2A”** with the following details:
  - That the concerned person does not have any access or has not received any “Unpublished Price Sensitive Information” up to the signing of the undertaking.
  - That in case the concerned person has access to or receives “Unpublished Price Sensitive Information” after the signing of undertaking but before the execution of transaction, the concerned person should immediately inform the Compliance Officer and would completely refrain from dealing in the Securities of the Company till the information become public.
  - That the concerned person has not contravened the policy of the Company for prevention of Insider Trading (including this Code), as notified from time to time.
  - The concerned person has made a full disclosure in the matter, has not omitted to state any relevant information and the information provided is true and correct in all respects.
- The application for pre-clearance shall be approved by the Compliance Officer, in consultation with the MD and CEO within [two working days], provided the Compliance Officer is of the opinion that the grant of such approval would not result in a breach of the provisions of the Code, or the Regulations or the SEBI Act or any other law in force at that time. Any rejection of permission shall be communicated to the concerned applicant forthwith with a copy to the Compliance Officer.
- All transactions involving the Compliance Officer or the MD and CEO shall be approved by 2 Directors, designated by the Board for the purpose.
- The concerned person, if decides not to Trade after securing the pre-clearance, the same shall be reported to the Company forthwith in writing with justification thereof.
- The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- The Compliance Officer shall be entitled to require the concerned person to provide any additional documents such as declarations, indemnity bonds and other

documents/papers, in addition to the undertaking in Form 2-A, confirming that the concerned person is not in possession of Unpublished Price Sensitive Information, at the time of granting the pre-clearance for the Trade.

- In case of doubt, the Directors, Officers or Designated Persons shall be responsible to check with the Compliance Officer or one of the contact persons designated by the Compliance Officer, if any, from time to time, whether the provisions of this paragraph 9 are applicable to any particular proposed transaction in the Securities.
- pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

**d) Validity of pre-clearance period:**

Directors, officers and Designated Persons shall execute the Trades pre-cleared by the Compliance Officer in respect of Securities of the Company within 7 trading days after the date of approval of pre-clearance letter. If the Trade is not executed within the said period, the concerned person must get pre-clearance for the Trade again, in compliance with paragraph 8(c) above.

**e) Holding period of Securities:**

All Directors, Officers and Designated Persons who buy or sell any number of Securities of the Company shall not enter into a contra trade, i.e. sell or buy any number of Securities within **six months** following a prior Trade.

- Exercise of ESOPs and sale of shares acquired through such exercise of ESOPs is exempted from the requirements of contra trade restrictions.
- In case the sale of Securities is necessitated by personal emergency, the holding period of 6 months may be waived by the Compliance officer in consultation with the Managing Director after recording in writing his/her reasons in this regard, provided that such relaxation does not violate the Regulations.
- In case a contra trade be executed, inadvertently or otherwise, in violation of the Code and the Regulations, 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 SEBI under the SEBI Act.
- restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

**f) Prohibition on derivative transactions:**

All Directors, Officers and Designated Persons shall not undertake any derivative transaction in the Securities of the Company at any time.

**9. Reporting Requirements for transactions in securities:**

All Promoters / members of the Promoter Group / Directors / Officers (including Key Managerial Personnel) / Designated Persons of the Company shall be required to forward following details in the prescribed forms as applicable, of their Securities transactions, including the statement of Immediate Relatives to the Compliance Officer:

- a) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter in **Form B**.
- b) Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed 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. Ten lakhs.**

The disclosure shall be in **Form C** and made within 2 Trading days of:

- (a) The receipt of intimation of allotment of Securities, or
- (b) The acquisition or sale of Securities.
- c) Within 2 trading days of the receipt of intimation under paragraph 10(c) or becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- d) It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under paragraph 10(c), shall be made when the transactions effected after the prior disclosure cross the threshold specified in paragraph 10(c).
- e) The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors / Officers / Designated Persons for a minimum period of five years.
- f) Every Promoter, Director and Designated Employee of the Company shall make Quarterly Disclosures of the number of Securities held as at end of each quarter, in the prescribed format in Form No. 3 respectively.

- g) Disclosures of holdings and trading in securities of the company can be obtained from other connected persons annually or at such periodicity as may be decided by the Compliance Officer of the Company.
- h) The Compliance Officer shall place before the Managing Director/Chief Executive Officer and the Chairperson of the Audit Committee, if any, or to the Chairperson of the Board, on a quarterly basis all the details of the dealing in the Securities by Employees, Directors and officer of the Company and the accompanying documents that such persons have complied with the relevant provisions of the Code.
- i) The Company shall be entitled to disclose to all the Stock Exchanges where its Securities are listed, the information provided to the Compliance Officer in accordance with the Code.

#### **10. Process for how and when people are brought 'inside' on sensitive transactions:**

The Compliance Officer / Senior Management in consultation with Managing Director of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose, which shall include the following:

- (i) in the ordinary course of business;
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s);
- (iv) for any other genuine or reasonable purpose as may be determined by the Managing Director of the Company;
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

#### **11. Contravention of code of conduct:**

a. Any Employee/officer/Director/ other Designated Person who Trades in Securities or communicates any Unpublished price Sensitive Information for Trading in Securities in contravention of the Code or the Regulations may be penalized and appropriate action may be taken by the Company. The action shall include sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc.

Any amount of Penalty collected under this clause, shall be remitted to the SEBI for the credit to the Investor Protection and Education Fund (IEPF) administered by the SEBI under the Act.

- b. Employees/officers/Directors/ other Designated Persons of the Company who violate the Code shall also be subject to disciplinary action by SEBI. In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations.
- c. SEBI or any other relevant regulatory authority shall be informed promptly about any contravention, along with the action taken by the Company in this regard.
- d. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## **12. Action in case of Violation of Regulations.**

Any contravention of this Code and the Regulations shall be dealt with in accordance with the Act.

In case it is observed by the Company, that there has been a violation of the Regulations, the Compliance Officer shall promptly inform the stock exchanges where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a  
KMP/Director/Promoter/ Member of the Promoter Group]**

Name of the company: **Expleo Solutions Limited**

ISIN of the company: **INE201K01015**

**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/Directors or Promoter or Member of the Promoter Group/immediate relative to/others, etc.)	Date of appointment of KMP/Director OR Date of becoming Promoter / Member of the Promoter Group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or Member of the Promoter Group		% of Shareholding
			Type of 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.

**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		
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:

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

Name of the company: **Expleo Solutions Limited**

ISIN of the company: **INE201K01015**

**Details of change in holding of Securities of 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).**

Name, PAN, CIN/DIN, & addresses with contact nos.	Category of Person (Promoters/ Member of the Promoter Group/ Designated Person/Directors/immediate relative 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 / disposal (on market / public / rights / preferential offer / off market / Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/Invocation/ others – please specify)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

**FORM D**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.)	Exchang e on which the trade was execute d
		Type of security (For e.g. – Shares, Warrants, Convert ible Debent ures, Rights entitle ment, etc.)	No. and % of shar eholding	Type of security (For e.g. – Shares, Warrants, Convert ible Debent ures, Rights entitle ment, etc.)	No.	Val ue	Transac tion Type (Purcha se/ Sale/ Pledge / Revocat ion/Invo cation/o thers – please specify)	Type of security (For e.g. – Shares, Warrants, Converti ble Debentu res, Rights entitle ment, etc.)	No. and % of shareho lding	From	To			

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

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

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

Name:  
Signature:  
Place:  
Date:

To,  
 The Compliance Officer  
 Expleo Solutions Limited  
 Chennai

Name :		Employee ID	
Designation :		Department	

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to sell / buy \_\_\_\_\_ Equity Shares of the Company, aggregating in value Rs.\_\_\_\_\_.

**STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE**

**I. DETAILS OF SHAREHOLDING OF DIRECTOR/ OFFICER/ DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME**

No. of Shares held (with Folio No/DP ID/ Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction (Rs.)

**II. \*DETAILS OF SHARES HELD BY DEPENDANTS**

Name :		Relationship:	
No. of Shares held (with Folio No/DP ID/ Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction (Rs.)

**Please tick the appropriate case:**

\*\*I/We hereby declare that the shares to be sold have been held by me/us for a minimum period of 6 months (or)The Shares to be dealt in are allotted under ESOP Scheme of the company and are not subject to lock in period of 6 month.

Signature\_\_\_\_\_

\*\*In case the sale of securities is necessitated by personal emergency, Director/ Officer /Designated Employees shall specify the reasons.

**Reasons:**\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**FOR OFFICE USE ONLY**

**PRE CLEARANCE ORDER**

This is to inform you that your request for dealing in \_\_\_\_\_(nos.) \_\_\_\_\_ Shares /Debentures / Other Securities of the Company is approved. Please note that the said transaction must be completed within 7 days from the date of this order.

For Expleo Solutions Limited

Managing Director

Date:

**'Undertaking by Employee'**

To be given at the time of applying for permission for trading

Date:

The Company Secretary  
Expleo Solutions Limited  
6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4,  
Rajiv Gandhi Salai (OMR)  
Kandanchavadi, Chennai 600 096

Dear Sir/Madam,

In regard to my request for trading in security dated \_\_\_\_\_by letter/mail, I, \_\_\_\_\_(name of the employee) S/o/D/o \_\_\_\_\_aged \_\_\_\_\_years residing at \_\_\_\_\_hereby undertake that:

- I do not have any access or has not received any “Unpublished Price Sensitive Information” up to the signing of the undertaking.
- That in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of undertaking but before the execution of transaction, I shall immediately inform the compliance officer and would completely refrain from dealing in the securities of the Company till the information become public.
- I have not contravened the policy of the company for Prohibition of Insider Trading as notified from time to time.
- I have made a full disclosure in the matter.

Regards

\_\_\_\_\_

Signed:

Employee Name:

Date:

To  
 The Compliance Officer  
**Expleo Solutions Limited**  
 Chennai.

**I. Quarterly Statement of Shareholding of Directors / Officers / Designated Employees**

Name, Designation, Department & Emp. ID	No. of Securities Held on ___ 01, 20__	No. of Securities Bought during the Quarter	No. of Securities Sold during the Quarter	No. of Securities Held on ___ 31, 20__	Folio/DPID/ Client ID

**II. DETAILS OF SHARES HELD BY DEPENDANTS**

Name	Relationship	No. of Securities Held on ___ 01, 20__	No. of Securities Bought during the Quarter	No. of Securities Sold during the Quarter	No. of Securities Held on ___ 31, 20__	Folio/DPID/ Client ID

I/We hereby declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect of the shares sold.

Signature\_\_\_\_\_

**ANNUAL DISCLOSURE BY DESIGNATED PERSONS    INST FORM # 4**  
**Disclosure by Designated Person pursuant to Para 14 of Schedule B of**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**

To

**The Compliance Officer**  
**Expleo Solutions Limited**

**Name** :

**Director Identification No** :

**Permanent Account Number :**

**DP ID / Client ID** :

**Phone & Mobile Number** :

**Name of educational Institution(s)**  
**from where I graduated** :

**List of Past employers** :

**Immediate relatives** :

<i>Sl No.</i>	<i>Name</i>	<i>Relation</i>	<i>Permanent Account Number</i>	<i>Phone &amp; Mobile Number</i>

**Note: “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.

**Any other person with whom I share a material financial relationship.**

SI No.	Name	Relation	Permanent Account Number	Phone & Mobile Number

**Note:** The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions

I declare that above details are true, correct and complete in all respect.

Signature:

Name :

Designation:

Date:

Place:

<b>Document Control</b>					
<b>Document Attributes</b>					
Validity		Expleo / India / Chennai			
Author		Company Secretary and Compliance Officer & Team			
Retention Period		No time restriction			
<b>Document classification</b>					
Confidentiality		Internal			
Distribution		Expleo Solutions Limited			
To be published		Company's website			
<b>Amendment Tracker</b>					
Version	Change Information	Prepared By	Reviewed By	Approved By	Approved Date
V1.0	Code of conduct to Regulate, Monitor and Report Trading by Designated Persons.	Company Secretary and Compliance Officer & Team	Alagar & Team	Board of Directors	Friday, April 5, 2019
V2.0	Code of conduct to Regulate, Monitor and Report Trading by Designated Persons.	Company Secretary and Compliance Officer & Team	Eshwar & Team – Secretarial Consultant	Board of Directors	Friday, January 10, 2020
V3.0	Code of conduct to Regulate, Monitor and Report Trading by Designated Persons.	Company Secretary and Compliance Officer & Team	Eshwar & Team – Secretarial Consultant	Board of Directors	Thursday, April 15, 2021
V4.0	Code of conduct to Regulate, Monitor and Report Trading by Designated Persons.	Company Secretary and Compliance Officer & Team	Eshwar & Team – Secretarial Consultant	Board of Directors	Friday, July 15, 2022
V5.0	Code of conduct to Regulate, Monitor and Report Trading by Designated Persons.	Company Secretary and Compliance Officer & Team	1. Chief Financial Officer 2. Eshwar & Team – Secretarial Consultant	Board of Directors	Thursday, February 06, 2025

V6.0	Code of conduct to Regulate, Monitor and Report Trading by Designated Persons.	Company Secretary and Compliance Officer & Team		Board of Directors	Wednesday, July 23, 2025
V7.0	Code of conduct to Regulate, Monitor and Report Trading by Designated Persons.	Company Secretary and Compliance Officer & Team	1. Chief Financial Officer 2. Eshwar & Team – Secretarial Consultant	Board of Directors	Monday, April 6, 2026