

**CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING, CODE OF FAIR DISCLOSURE AND CONDUCT AND
POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION
OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

CODE FOR PROHIBITION OF INSIDER TRADING

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1. INTRODUCTION

Insider Trading is dealing (buying and/ or selling) in the securities by the Shareholder, Company, by any connected or deemed to be connected persons while in possession of any material un-published price sensitive information, in breach of a fiduciary duty or other relationship of a trust and confidence, to gain personal benefit out of such dealing.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “the Regulations”) replaced the *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992* w.e.f. 15th May, 2015. The SEBI Regulations requires every listed company shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations and enforce a code of internal conduct and procedures based on the Model code provided therein.

In Compliance with the said requirements, the Company has introduced a code for prohibition of Insider Trading (hereinafter referred to as the “Code”).

2. OBJECTIVE

SecureKloud Technologies Limited (hereinafter referred to as “the Company”) endeavors to preserve the confidentiality and prevent the misuse of un-published price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every Director, Officer, Designated Employee and connected person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties. Directors, Officers, Designated Employees and Connected persons of the Company should not use their position to gain personal benefit.

The Board of Directors of the Company has adopted this code of conduct to regulate, monitor and report trading by the Designated Persons along with their Immediate Relative as defined in this Code (“Code”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This Code shall be applicable to Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.

3. DEFINITIONS

- a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) “Board” means the Securities and Exchange Board of India.

- c) **“Code”** means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
- d) **“Company”** means SecureKloud Technologies Limited.
- e) **“Compliance Officer”** means the Company Secretary of the Company or any other senior level employee who shall be directed by the Board of Directors of the Company to act as such and designated as the compliance officer of the Company.
- f) **“Connected Person”** means :
- a) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected person unless the contrary is established
 1. A relative of connected persons as specified in (a) above;
 2. A holding company, associate company or subsidiary company;
 3. An intermediary as specified in Section 12 of the Act or an employee or director thereof;
 4. An investment company, trustee company, asset management company or an employee or director thereof;
 5. An official of a stock exchange or of clearing house or corporation;
 6. A member of the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund or in each case, an employee thereof;
 7. 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;
 8. An official or an employee of a self-regulatory organization recognized, or authorized by the SEBI;
 9. A banker of the Company; and
 10. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of the Company or his Relative or banker of the Company, has more than ten percent of holding or interest.
 11. a firm or its partner or its employee in which a connected person as specified in (a) above is also a partner;
 12. a person sharing household or residence with a connected person as specified in (a) above.

- g) **“Contra trade”** means a Trade or transaction which involves buying or selling Securities of the Company and within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

Operative Restrictions: No Designated Person shall execute a Contra Trade within six (6) months of a prior transaction in the securities of the Company. In the event a Contra Trade is executed, whether inadvertently or otherwise, the profits arising from such Contra Trade shall be liable to be disgorged and remitted to the Investor Protection and Education Fund (“IPEF”) administered by SEBI. The following additional restrictions shall apply:

- (i) A Designated Person intending to execute a transaction that would constitute a Contra Trade shall seek prior written approval from the Compliance Officer, who may grant exemption only in exceptional circumstances supported by documented reasons.
- (ii) Contra Trade restrictions shall also apply to transactions in units of mutual funds that are based on the securities of the Company, where such investment would effectively replicate a Contra Trade position.
- (iii) The Compliance Officer shall maintain a record of all Contra Trade approvals and disgorgements and shall report the same to the Audit Committee not less than once in a year.

- h) **“Designated Persons” mean:**

- i) Promoters of the Company and Promoter Group (as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any intermediaries or fiduciaries acting on behalf of the Promoter).
- ii) Directors and Key Managerial Personnel of the Company and its material subsidiaries.
- iii) Employees of the Company and its material subsidiaries, if any, on the basis of their functional role or that have access to UPSI, designated from time to time.
- iv) Chief Executive Officer (“CEO”) and employees up to two levels below CEO of the Company and material subsidiaries.
- v) Any other person designated on the basis of their functional role and such function would provide access to UPSI.

- i) **“Employee(s)”** mean employee(s) of the Company, whether working in India or abroad.

- j) **“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.

- k) **“Immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

- l) **“Insider”** means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- m) **“Key Managerial Personnel”**, in relation to the Company, means:
- (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer;
 - (v) such other officer as may be prescribed
- n) **“Leak of UPSI”** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before becoming its generally available and which shall also include any purported attempt thereof. Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.
- o) **“Legitimate purpose”** shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- p) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- q) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- r) **“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); and
 - vi) Spouse of the person listed at sub-clause (iv)

NOTE: It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.”

- s) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- t) **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- u) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- v) **"Trading day"** means a day on which the recognized stock exchanges are open for trading.
- w) **"Unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - (v) Changes in key managerial personnel (KMP) as defined under the Companies Act, 2013, other than due to superannuation or end 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) Agreements, by whatever name called, impacting the management and control of the company;
 - (ix) 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;
 - (x) Resolution plan/ Restructuring/one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - (xi) 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;
 - (xii) Initiation of forensic audit (by whatever name called) by company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - (xiii) Action(s) initiated or orders passed within India or abroad by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its

- directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity;
- (xiv) Outcome of any litigation(s) or dispute(s) which may have an impact on the listed entity;
- (xv) 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; xvi. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- (xvi) Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations").

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Listing regulations as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Listing Regulations shall be applicable."

Information is 'non-public' or 'unpublished' until it has been widely disseminated to the public (through, for example, a filing with the NSE, BSE, or SEC a press conference or a release) or is accessible to the public on a non-discriminatory basis.

- x) **"Working Day** "shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.

Words and phrases used in the Code and not defined hereinabove shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

4. Compliance Officer:

4.1. The Compliance Officer shall report to the board of directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.

4.2. The Compliance Officer shall be responsible for setting forth the policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the Company.

4.3. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

5. Prevention of Misuse of “Unpublished Price Sensitive Information”

5.1. No insider shall

- Trade in Securities of the Company either on their own behalf or on behalf of any other person when in possession of any unpublished price sensitive information; or
- Communicate, provide or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction 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 of Directors may determine.

However, the Board of Directors 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 and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

5.2. Trading Plan:

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

5.3. Trading Plan shall:

- i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty (120) calendar days from the public disclosure of the plan;

- ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- iii) entail trading for a period of not less than twelve months;
- iv) not entail overlap of any period for which another trading plan is already in existence;
- v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi) not entail trading in securities for market abuse.

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

5.5. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

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

6. Chinese Wall / Information Barrier Policy

In accordance with Schedule B, Clause 2 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall maintain a Chinese Wall / information barrier policy to separate those departments or functions which routinely possess UPSI from other departments or business units. The following provisions shall apply: [Inserted pursuant to Schedule B, Clause 2, SEBI (PIT) Regulations, 2015]

- i) Employees and persons in possession of UPSI (the “Inside” side of the wall) shall not communicate any UPSI to persons on the “Outside” side of the wall, whether in the same organisation or otherwise, except in furtherance of a legitimate purpose and subject to confidentiality obligations.
- ii) The Compliance Officer shall be responsible for implementing, monitoring, and reviewing the Chinese Wall arrangements and shall ensure that appropriate physical,

electronic, and procedural barriers are maintained between departments handling UPSI and other business functions.

- iii) Any breach of the Chinese Wall arrangements shall be treated as a violation of this Code and shall be subject to disciplinary action including penalties as set out under the Penalties section of this Code.

7. Trading Window:

7.1. The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.

7.2. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

7.3. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

Other than the period(s) for which the Trading Window is closed as specified hereinabove, the same shall remain open for dealing in the Securities of the Company.

For unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed

Trading Window Exemptions: Notwithstanding the above, the trading window closure restrictions shall not apply in cases specified under Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including transactions undertaken pursuant to a duly approved trading plan.

Pre Clearance of Trade in Securities:

All the persons covered by the Code who propose to acquire/sell Securities of the Company which are more than Rs. 10 Lacs in value or 50,000 shares or 1% of the total shareholding or voting rights, whichever is lower, should pre-clear the transaction. Additionally, pledge, revocation of pledge, or invocation of pledge of Securities of the Company by any Designated Person shall also require prior pre-clearance from the Compliance Officer, irrespective of the value of securities pledged. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder: A Designated Person shall make a pre-clearance

application to the Compliance Officer in the prescribed format along with an undertaking stating that he/she has not contravened the provision of this Code. (Pg no. 16-17)

- If any person covered by the Code, obtained any Price Sensitive Information after executing the undertaking but prior to transacting in Securities of the Company, he/she shall inform the Compliance Officer and refrain from dealing in Securities of the Company.
- All the persons covered by the Code shall execute their order **within 7 Days of pre clearance of trade**. If the transaction is not executed within 7 Days of such clearance, fresh approval of the Compliance Officer is required.

8. Disclosure Requirements:

Initial Disclosure:

Every Promoter, Key Managerial Personnel and Director of the Company and any other person for whom such person takes trading decisions shall disclose his holding of securities of the Company as on the date of these regulations taking effect, within 30 days in Form A;

Every person on appointment as a Key Managerial Personnel or a Director of the Company or Designated Employee or upon becoming a Promoter shall disclose his holding of securities of the Company and any other person for whom such person takes trading decisions 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.

Continual Disclosure:

Every Promoter, Designated Employee and director of Company and any other person for whom such person takes trading decisions shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by the Compliance Officer from time to time in Form C.

Other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company, within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by the Compliance Officer from time to time in Form D.

9. General Provision:

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / designated employees for a minimum period of eight (8) years.

The Compliance Officer shall place before the Managing Director / Chief Executive Officer or a committee specified by the company, on a monthly basis all the details of the dealing in the securities by the employees / director / officer of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

10. Penalties:

Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company. The penalties will be as per the Securities Contract (Regulation) Act, 1956.

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulations or any Statutory Provisions are more stringent than those contained in the Code, the SEBI Regulations / Statutory Provisions will prevail.

Without prejudice to the foregoing, where a Designated Person is found to have dealt in securities in violation of this Code or the Regulations, the Company may, at its discretion and subject to applicable law, impose one or more of the following sanctions: (a) wage freeze or suspension of increment; (b) suspension from service; (c) clawback or forfeiture of profits derived from such dealing; (d) remittance of profits to the Investor Protection and Education Fund ("IPEF") as directed by SEBI; and (e) reporting of the violation to the relevant stock exchange(s) in accordance with the Regulations.

11. Authority to make alterations

The Board of Directors are authorized to make such alteration to this code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

12. General

A Copy of the Regulations is enclosed. Designated Employees are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein. The compliance officer will be available for clarification/assistance that may be necessary.

*Amended on May 29, 2026

CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as "PIT Regulations"), the Board of Directors of a company, whose securities are listed on a stock exchange, is required to formulate and publish on its official website, a Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSIs). Accordingly, Securecloud Technologies Limited has framed the Code of practices and procedures for fair disclosure of UPSI (hereinafter referred to as "Code").

2. Objective

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could probably have impact in the price discovery, in the market for securities of the Company. Principles such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and such other events. This Code and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed to promote transparency amongst the investors.

3. Applicability

This Code shall be applicable to all the persons of the Company who could possess Unpublished Price Sensitive Information relating to the Company.

4. Principles of fair disclosure of Unpublished Price Sensitive Information

No insider shall communicate, provide, or allow access to any UPSI relating to the Company or its securities listed or proposed to be listed, to any person including other insiders, and all information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The UPSI shall be handled on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Need to know basis - Price Sensitive Information of the Company is to be handled on a "need to know" basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or apprehension of misuse of the information. All non-public information directly received by any employee should immediately be reported to the head of the department.

Limited access to confidential information - All manual files containing confidential information shall be kept secure. All Computer files must have adequate security.

The Company shall typically not respond to speculative media articles or enquiries regarding any activities of the Company and shall provide appropriate and fair response to queries from regulatory authorities on news reports or verification of market rumors.

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

Unless otherwise resolved by the Board, the Company Secretary shall act as the Chief Investor Relations (CIRO) officer to deal with dissemination of information and disclosure of UPSI. in a uniform and universal manner as contemplated under this Code. The CIRO shall be a designated senior officer of the Company.

5. Determination of Legitimate Purpose

Meaning of Legitimate Purpose: The term 'legitimate purpose' include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of this Code or the PIT Regulations.

Recipient of UPSI pursuant to legitimate purpose to be deemed Insider: Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an "Insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code.

The Board of Directors shall require the parties to execute confidentiality and nondisclosure agreements on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the company when in possession of UPSI.

The provision of this Code of Conduct shall be applicable to the above said insider, who has obtained UPSI in pursuance of performance of his duties or discharging legal obligation.

UPSI as defined in this Code of Conduct shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function.

Maintenance of Digital Database

The Board is required to ensure that a structured digital database is maintained of every person in possession of UPSI containing (i) the nature of UPSI; (ii) names of such persons who have shared the information; (iii) names of such persons with whom information is shared under SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law

where Permanent Account Number is not available. Such database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information

6. Amendment

The Board of Directors or any person authorised by the Board shall be empowered to do necessary modifications in the policy to meet the legal requirements notified by the regulator from time to time and such changes shall be effective from the date that the Board may notify in this regard.

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Information (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
 - a) Internal:
 - i) Whistleblower vide the whistleblower process as illustrated in the - Whistleblower Policy;
 - ii) Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
 - b) External: Any entity, including Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government, whether based on the complaint received from a whistleblower or otherwise (above information shall be collectively referred to as "Complaint(s) for the purpose of this Policy")
2. The Company Secretary /Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;

The Audit Committee shall review the Complaint and shall discuss with the Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Company Secretary, then they shall recuse themselves from the said inquiry process;

3. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Company Secretary /Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Company Secretary /Compliance Officer;
4. Based on the update provided by the Company Secretary /Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;
5. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;

6. Whistleblower Protection – Non-Retaliation: No Designated Person, employee or any other person who reports in good faith a suspected or actual leak of UPSI or violation of this Code shall be subject to any adverse employment action including but not limited to discharge, demotion, suspension, harassment, or any other form of discrimination or retaliation on account of such reporting. Any person who believes that they have been subjected to retaliation for a good-faith report may raise a complaint with the Compliance Officer or directly with the Chairman of the Audit Committee. The Company shall investigate such complaints promptly.

Prevention of Insider Trading
Initial disclosure

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: Securecloud Technologies Limited ISIN of the company: INE650K01021

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

Name, PAN No., CIN/DIN, & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate Relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms

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

Signature (with name):
Designation:
Date:
Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: Securecloud Technologies Limited

ISIN of the company: INE650K01021

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

Name, PAN No., CIN/DIN, & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate Relatives/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	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

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

Name:

Signature:

Date:

Place:

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]

Name of the company: Securecloud Technologies Limited

ISIN of the company: INE650K01021

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 No., CIN/DIN, & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate Relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition on of shares/ sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market / Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed				
		Type of security	No.	Type of security	No.	Value	Transaction Type (Buy/Sale/Pledge / Revok e / Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding				From	To	Type of Contract	Contract Specification		Buy		Sell	
		(For e.g. – Shares, Warrants, Convertible Debentures etc.)		(For e.g. – Shares, Warrants, Convertible Debentures etc.)														Value	No. of units (contracts * lot size)	Value	No. of units (contracts * lot size)

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

Signature:
 Designation:
 Date:
 Place:

FORM D (Indicative Format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (3) read with Regulation 6(2)]

Name of the company: Securecloud Technologies Limited

ISIN of the company: INE650K01021

Transactions by other connected persons as identified by the company

Name, PAN No., CIN/DIN, & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate Relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition on of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/p ublic 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.	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	From	To			

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

Signature:

Designation:

Date:

Place

Prevention of Insider Trading
Pre clearance of trades

SEBI (Prohibition of Insider Trading) Regulations, 2015

The Compliance Officer
SecureKloud Technologies Limited

SUB: APPLICATION FOR TRADING IN SECURITIES OF THE COMPANY

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

1.	Name of the applicant & Name of the relative (If applicable)	
2.	Employee Code/ID	
3.	Designation	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be purchased/subscribed/sold	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature
Name:
Designation:

Date:
Place:

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
SecureKloud Technologies Limited

I, _____, (Name) _____ (designation) of the Company residing at _____, am desirous of trading in _____ (numbers) shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code of Conduct as notified by the Company from time to time.

In the event of this transaction being in violation of the Code of Conduct or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons,

(b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven trading days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

Signature: _____
Name:
Designation:

Date:
Place:

**DISCLOSURE OF TRANSACTIONS WITH REFERENCE TO PRE-CLEARANCE APPROVAL OBTAINED
(To be submitted within 2 days of transaction / trading in securities of the Company)**

To,
The Compliance Officer,
SecureKloud Technologies Limited.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on _____(date) (Strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

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

Signature: _____

Name:

Designation:

Date:

Place: