

PCS TECHNOLOGY LTD.

CODE OF INTERNAL PROCEDURES & CONDUCT TO PREVENT INSIDER TRADING

As a publicly listed Company in India, PCS Technology Ltd. ("**the Company**") is required to comply with the provisions of various **Acts**, Regulations, Rules and Guidelines including the Securities and Exchange Board of India Act, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015, and Notifications issued thereunder (as amended from time **to** time) and such other terms and conditions as may be Imposed by regulatory authorities in India, including the Reserve Bank of India ("**RBI**") and the Securities and Exchange Board of India ("**SEBI**").

This following is intended to assist all employees and/or designated employees (defined hereinafter) of the Company and/ or connected person in complying with relevant rules and regulations of

(A) Model Code of Conduct for Prevention of Insider Trading (for Listed Companies) and

(B) Code of Corporate Disclosure Practices for Prevention of Insider Trading (referred to as "PCS Insider Trading Code").

It is intended to ensure that all the employees and/ or connected person **of the Company become aware of the same.**

A. MODEL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1.0. Compliance Officer

- 1.1. The Company has appointed Company Secretary as its Compliance Officer who shall report to the Managing Directors of the Company.
- 1.2. The Compliance Officer is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated employees' and their dependents* trades (directly or through respective department heads as decided by the Company), monitoring of trades and the implementation of the PCS Insider Trading Code under the overall supervision of the Board of Directors of the Company.

Explanation: For the purpose of the PCS Insider Trading Code, the term 'designated employee' includes: -

- i) All officers comprising in level 7 and 6 of the Company management, including any employees assisting such officers from time to time;

- ii) All employees working with and/or assisting (in any manner whatsoever) in the Finance and Accounts Department and/ or the Legal and Secretarial Department of the Company;
- iii) All employees designated by the Company to whom these trading restrictions shall be applicable, keeping in mind the objectives of the PCS Insider Trading Code, **and**
- iv) Respective spouse, dependent parents and dependent children of the officers and employees falling in categories (i) to (iii) above (hereafter referred as the "**dependent family members**").

1.3. The Compliance Officer will maintain a record of designated employees and any changes made in the list of designated employees.

1.4. The Compliance Officer will assist all employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the relevant rules thereof and the PCS Insider Trading Code.

2.0. Preservation of "**Price Sensitive Information**"

2.1. All employees, designated employees and directors will maintain the confidentiality of all Price Sensitive Information. It is clarified that, the employees, designated employees and directors will not pass on any such information to any person (directly or indirectly) including by way of making a recommendation for purchase or sale of securities.

2.2. **Need to know**

Any and all Unpublished Price Sensitive Information will be handled only on a "need to know" basis, i.e., Unpublished Price Sensitive Information will be disclosed only to those within the Company who require such information to discharge their duty and whose possession of such information does not give rise to a conflict of interest or appearance of misuse of such information.

All non-public information directly received by any employees, designated employees and directors will immediately be reported to the head of the department and/or Compliance Officer.

2.3. **Limited access to confidential information**

Files containing confidential information will be kept secured. Computer files will have adequate security of login identifications, password protection etc.

3.0. **Prevention of misuse of "Price Sensitive Information"**

3.1. All directors and/or designated employees of the Company will be subject to the trading restrictions as stipulated below :-

3.2. Trading window

- 3.2.1. The Company will specify a trading period, to be called "Trading Window", for trading in the Company's securities. The Trading Window will be closed during the time the information referred to in para 3.2.2 is unpublished.
- 3.2.2. The Trading Window will be, inter alia, closed before, during and after the occurrence of the following events:
- a) Declaration of Financial results (quarterly, half-yearly and annual);
 - b) Declaration of dividends (interim and final);
 - c) Issue of securities by way of public/ rights/bonus etc.;
 - d) Any major expansion plans **or** execution of new projects;
 - e) Amalgamation, mergers, takeovers and buy-back;
 - f) Disposal of the whole or substantially the whole of the undertaking;
 - g) Any changes in policies, plans or operations of the Company.
- 3.2.3. The time for commencement of closing and opening of the Trading window will exclusively be decided by the Company.
- 3.2.4. The Trading Window will be opened after a period of two trading days have expired, since the release of such information referred to in para 3.2.2 is made public.
- 3.2.5. All designated employees and or directors of the Company will conduct all their dealings in securities of the Company only in a valid Trading Window and will not deal. in any-transaction involving the purchase or sale of the Company's securities during periods when the Trading Window is closed, as referred, to in para 3.2.2 or during any other period as will be specified by the Company from time to time.
- 3.2.6. In the case of any Employees Stock Options, the exercise of options will be allowed in the period when the Trading Window is closed. However, the sale of shares allotted on exercise of such Employees Stock Options will not be allowed when the Trading Window is closed.

3.3. Pre clearance of trades

- 3.31. All designated employees and/or directors of the Company who intend to deal in securities of the Company (above a minimum threshold limit which will be decided and. intimated by the Company from time to time) will pre-clear such transactions as **per** the pre-clearance procedure as described hereunder.
- 3.3.2. An application will be made in such form as the Company will notify in this regard to the Compliance Officer indicating the estimated number of securities that the designated employee and/or director intends to deal in, the details **as** to the securities in such depository with which he has a security account, the details as to the securities in such depository mode and such other details as will be required by any rule made by the Company in this behalf.

3.3.3. An undertaking will be executed in favour of the Company by such designated employee and/ or director incorporating, inter alia, the following clauses, as may be applicable:

- a) That the designated employee and/or director does not have any access to, or has not received "Price Sensitive In-formation" upto the time of signing the undertaking.
- b) That in case the designated employee and/or director has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, he/she will inform the Compliance Officer of the change in his /her position and that he/she will completely refrain from dealing in the securities of the Company till the time such information becomes public.
- c) That he/she has not contravened the provision of PCS Insider Trading Code as notified by the Company from time to time.
- d) That he/she has made a full and true disclosure in the matter.

4.0. Other restrictions

4.1. All designated employees and/or directors will execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the designated employee and/or director must get pre-clearance for the transaction once again.

4.2. All designated employees and/or director will hold their investments in securities of the Company for a minimum period of 30 days in order to be considered as being held for investment purpose.

4.3 In case the sale of securities of the Company is necessitated by a personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his / her reasons in this regard.

5.0. Reporting Requirements for transactions in securities

5.1. All designated employees and/or directors of the Company will forward the following details of their securities transactions including the statement of dependent family members (as defined by the Company) to the Compliance Officer:

- a) All holdings in securities of the Company by the designated employees and/or directors at the time of joining the Company;
- b) Periodic statement of any transactions in securities of the Company on a quarterly basis, in the form as prescribed by the Company. If required by the Company, the Company will be entitled to decide whether reporting is required for trades where pre-clearance is also required and which fact will be notified;

- c) An annual statement of all holdings in securities of the Company, in the form as prescribed by the Company; and
- d) A disclosure of their interest or holdings in listed companies, In accordance with Regulation 13 of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

5.2. The Compliance Officer will maintain records of all the declarations in the appropriate form given by the designated employees and/ or directors for a minimum period of three years.

5.3. The Compliance Officer will place before the Chief Executive Officer or the Compensation Committee of the Company, on a monthly basis all the details of dealings in the securities of the Company by the designated employees and/or directors of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged herein.

6.0. Penalty for contravention of the PCS Insider Trading Code

6.1. Any designated employee and/or director who trades in securities or communicates any information for in securities, in contravention of the PCS Insider Trading Code may be penalised and appropriate action will be taken by the Company, including in accordance with Regulation 14 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (as amended from time to time), as applicable.

6.2. The designated employees and / or directors of the Company who violate the PCS Insider Trading Code will also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in Employee Stock Option plans, etc.

6.3. Any action by the Company will not preclude SEBI from taking any action against any such designated employees and/or directors in case of any violation of any SEBI Regulations.

7.0. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 1992

7.1. In case it is noted by the Company or the Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI shall **be informed by the Company.**

B. CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

Corporate Disclosure Policy

To ensure timely and adequate disclosure of Price Sensitive Information, the following norms shall be followed by the Company:-

1.0. Prompt disclosure of Price Sensitive Information

1.1. Price Sensitive Information shall be given by the Company to the relevant stock exchanges and disseminated on a continuous and immediate basis.

1.1.1. The Company will consider ways of supplementing information released to such stock exchanges by improving investor access to its public announcements.

2.0. Overseeing and coordinating disclosure

2.1. The Company has designated its Compliance Officer to oversee its corporate disclosure.

2.1.1. The Compliance Officer will be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and the media, and educating staff on disclosure policies and procedures.

2.1.2. Information disclosure/ dissemination will normally be approved in advance by the Compliance Officer.

2.1.3. If information is accidentally disclosed without prior approval, the person responsible will inform the Compliance Officer immediately, even if the information is not considered price sensitive.

3.0. Responding to market rumours

3.1. The Company has clearly laid down procedures for responding to any queries or requests for verification of market rumours by stock exchanges.

3.2. The Compliance Officer will be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

4.0. Timely Reporting of shareholdings/ ownership and changes in ownership

4.1. Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the SEBI Act and the Listing Agreement shall be made in a timely and adequate manner.

5.0. Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company will follow the guidelines given hereunder while dealing with analysts and institutional investors:-

- i) Only public information to be provided - The Company will provide only public information to analysts/ research persons/ large investors like institutions. Alternatively, the information given to them will be simultaneously made public at the earliest.
- ii) Recording of discussion - In order to avoid misquoting or misrepresentation, at least two Company representatives will be present at meetings with analysts, brokers or institutional investors and discussions will preferably be recorded.
- iii) Handling of unanticipated questions - The Company shall be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and considered for giving a response later. If the answer includes Price Sensitive Information, a public announcement should be made before responding.
- iv) Simultaneous release of Information - When the Company organises meetings with analysts, the Company will make a press release or post relevant information on its website after every such meet. The Company may also consider live webcasting of analyst meets.

6.0. Medium of disclosure/ dissemination

- (i) Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- (ii) The Company shall ensure that disclosure to the relevant stock exchanges is made promptly.
- (iii) The information filed by the Company with exchanges under the continuous disclosure requirement may be made available on the Company website.

The PCS Insider Trading Code has been amended by the Company in Compliance with Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and may be periodically updated and amended from time to time in accordance with provisions of the said Regulations or otherwise.

The Company assumes no liability for anything stated herein and will not be responsible for the actions of any person taken in reliance on what is stated herein, or for any error or omission herein or for failing to update or supplement what is stated herein.

Readers are requested that before taking any action in reliance on what is stated herein they should consult the relevant official publications and their independent advisers.

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: _____

ISIN of the company: _____

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 eg. – 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
1	2	3	4	5	6		7	

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 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: _____

ISIN of the company: _____

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		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – 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
1	2	3	4	5	5	6	6	7	7

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 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: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition 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 (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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) – Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition 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 (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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:
