



**Glottis**

**GLOTTIS LIMITED**

*Code of Conduct and Code to Regulate, Monitor and Report Trading by Designated Persons -  
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*

## **INTRODUCTION AND BACKGROUND:**

The Securities and Exchange Board of India (“SEBI”) has framed the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) that aims at curbing market abuse, and Prohibition of Insider Trading.

Regulation 9(1) of the SEBI PIT Regulations requires a listed entity to frame their own Code of Conduct for monitoring, regulating and reporting trading by Designated Persons of such listed entity in Securities of such listed entity by adopting minimum standards set out in Schedule B of the SEBI PIT Regulations.

## **OBJECTIVE OF THIS CODE OF CONDUCT:**

This Code of Conduct has been prepared by adopting standards as set out in SEBI PIT Regulations in order to regulate, monitor and report trading by its Designated Persons and Immediate Relatives of Designated Persons towards achieving compliance with said Regulations.

The objective of the Code is to prevent persons who have access to Unpublished Price Sensitive Information (“UPSI”) relating to the Company and / or its securities to misuse such information and /or profit from such information. The Code lays down guidance for Designated Persons and their Immediate Relatives, to understand their obligations under the PIT Regulations, including the procedures to be followed at the time of trading in the securities of and dealing with UPSI related to the Company or its securities.

The Company endeavors to preserve confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

## **A. DEFINITIONS**

- 1) “**Act**” shall mean SEBI Act, 1992 (15 of 1992).
- 2) “**Audit Committee**” shall mean committee of the Board of Directors of the Company constituted pursuant to the provisions of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (“SEBI LODR”)
- 3) “**Board**” shall mean board of Directors of Company.
- 4) “**Compliance Officer**” means Company Secretary and Compliance Officer of Company.
- 5) “**Connected Person**”, includes –
  - (i) any person who is or has during six months prior to concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of company or holds any position including a professional or business relationship between himself and company where

temporary or permanent, 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 generality of foregoing, persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
- a) an immediate relative of connected persons specified in clause (i); or
  - b) a holding company or associate company or subsidiary company; or
  - c) an intermediary as specified in section 12 of 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 board of directors of asset management company of a mutual fund or is an employee thereof; or institution as defined in section 2 (72) of Companies Act, 2013; or
  - g) an official or an employee of a self-regulatory organization recognised or authorized by Board; or
  - h) a banker of the company; or
  - i) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of a company, has more than ten percent of holding or interest.

6) **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe, buy, sell or deal in securities of the Company either as principal or agent.

7) **"Designated Persons" shall include:**

- (i) Promoters and members of Promoter Group of the Company.
- (ii) Directors and Key Managerial Personnel of the Company and its material subsidiaries, if any.
- (iii) Employees in Finance and Accounts, Corporate Planning, Legal, Corporate Strategy, Investor Relations, Information Security, Data Privacy, Mergers & Acquisitions, Corporate Secretarial, Marketing and any or departments 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) Managing Director and employees up to two levels below Managing Director of the Company and material subsidiaries, if any.
- (v) Statutory Auditors, Internal Auditors, Secretarial Auditors.
- (vi) Any other person notified/designated by the Compliance Officer in consultation with Governing Board or Audit Committee, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority in the Company or intermediary, fiduciary and the extent to which such person may have access to Unpublished Price Sensitive Information;

- 8) **“Director”** shall have the meaning assigned to it under Companies Act, 2013.
- 9) **“Employee”** includes any person being in the employment (permanent or temporary) of the Company or its material subsidiaries
- 10) **“Generally available information”** means information that is accessible to public on a non-discriminatory basis.
- 11) **“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.
- 12) **“Insider”** means any person who is,
  - a) a connected person or
  - b) in possession of or having access to unpublished price sensitive information.
- 13) **“Trading day”** means a day on which recognized stock exchanges are open for trading;
- 14) **“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 price of securities and shall, ordinarily including but not restricted to, information relating to following: –
  - (a) financial results;
  - (b) dividends;
  - (c) change in capital structure;
  - (d) mergers, de-mergers, acquisitions, de-listing, disposals and expansion of business, award or termination of contracts not in the normal course of business, and other transactions;
  - (e) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of statutory or secretarial auditors;
  - (f) change in rating(s), other than ESG rating(s);
  - (g) fund raising proposed to be undertaken;
  - (h) agreements which may impact management or control of the Company;
  - (i) frauds or defaults by the Company, its promoters, directors, key managerial personnel or subsidiaries;
  - (j) resolution plans, restructuring or one-time settlement of loans;
  - (k) admission of winding-up petitions or insolvency proceedings under the Insolvency and Bankruptcy Code, 2016;
  - (l) initiation and receipt of final forensic audit reports;
  - (m) actions or orders by regulatory, statutory, enforcement or judicial authorities;

- (n) outcome of litigation or disputes having material impact;
- (o) material guarantees, indemnities or surety obligations not in the normal course of business; and
- (p) granting, withdrawal, suspension or cancellation of key regulatory approvals or licenses.

15) "**Regulations**" shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments Thereto.

Words and expressions used and not defined in this Code but defined in the Act, Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996 or Companies Act, 2013 and rules and regulations made thereunder shall have the same meanings respectively assigned to it in those legislations.

## **B. PROHIBITION ON COMMUNICATING OR PROCURING UPSI**

An Insider shall not –

- (i) communicate, provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including or insiders, except to the extent allowed by this Code or SEBI Regulations; or
- (ii) procure from or cause the communication of UPSI by an Insider, relating to the Company or its Securities.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (a) in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or
- (b) in the event Board directs or causes public disclosure of UPSI in best interest of Company.

## **C. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CHINESE WALL**

- (i) Access to Unpublished Price Sensitive information of the Company shall be on a “need-to-know” basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, in the course of performance of duties or in discharge of legal obligations.
- (ii) Files containing Unpublished Price Sensitive Information shall be kept secure. Computer files shall have adequate security of login and passwords, etc. Guidelines for maintenance of electronic records and systems may be prescribed by the Compliance Officer from time to time in consultation with the person in-charge of the information technology function of the Company.

(iii) Chinese Wall Policy:

- (a) As per the SEBI PIT Regulations, the Company has adopted a Chinese wall policy to prevent the misuse of Unpublished Price Sensitive Information in relation to the Company which separates those areas of the Company which routinely have access to UPSI, considered “inside areas” from those departments which deal with sale/marketing or other departments providing support services, considered “public areas”. All Designated Persons shall adhere to the Chinese wall policy and ensure that confidentiality of Unpublished Price Sensitive Information is maintained at all times.
- (b) The employees in the inside area shall not communicate any price sensitive information to anyone in public area, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- (c) The employees in an inside area may be physically segregated from employees in public area. Demarcation of the various departments as inside area may be implemented by the Company.
- (d) In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.
- (e) The Designated Persons within the Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breaches of the Chinese Wall must be reported to the Compliance Officer immediately.
- (f) The Compliance Officer shall report to the Chairperson of the Audit Committee of any breach of Chinese Wall procedures by any person immediately and if the breach is serious also make a report to the Audit Committee of the Company.

**D. TRADING WINDOW**

1. The Company Secretary shall notify a ‘trading window closure’ during which the Designated Persons or their immediate relatives shall not Trade in the Company’s securities till the end of 48 hours after Financial Results disclosed in public domain or become Generally Available Information. The said intimation shall also be filed with the stock exchange(s) and uploaded on the website of the Company.
2. The Compliance Officer shall notify a ‘trading window’ during which Designated Persons may trade in the Company’s securities after securing pre-clearance from Compliance Officer in accordance with the Regulation and this Code. The competent authority for pre-clearance of trading by the Compliance Officer shall be the Board of Directors.

3. Designated Persons and their Immediate Relatives shall not Trade in Company's Securities when the trading window is closed.
4. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when 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. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.
5. The trading window closure restrictions shall not apply in the cases specified under Regulation 4 of SEBI PIT Regulations, as amended from time to time.
6. The trading window may be re-opened after closure, not earlier than 48 hours after UPSI in question becomes generally available information or is no longer classified as UPSI.
7. Where the UPSI does not originate from the Company and the Compliance Officer is satisfied that the Designated Persons are not in possession of such UPSI, the trading window may not be closed, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

#### **PRE-CLEARANCE FOR TRADING IN SECURITIES**

1. All Designated Persons who intend to Trade in Securities of Company (in their own name or through their Immediate Relatives) i.e. buy or sell Securities during trading window open period and if value of securities likely to be traded, where in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh Only), should pre-clear transactions by making an application in format as approved by the Board, to Compliance Officer indicating estimated number of units of Securities that Designated Person or Immediate Relative(s) intends to trade and such or details as may be specified by the Board and also declare that applicant is not in possession of UPSI.
2. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if trading window is not closed.
3. Prior to approving any trades, compliance officer shall be entitled to seek declaration as per format approved by Board to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
4. Trades that have been pre-cleared shall be executed by designated person within a reasonable period, which in any event shall not be more than seven trading days, failing which fresh pre-clearance would be needed for trades to be executed.
5. A Designated Person shall, within two days of execution of trade, submit details of such trade to

the Compliance Officer as per format approved by the Board. In case, any transaction is not undertaken, a report to that effect shall be filed in.

6. A Designated Person who trades in securities of Company without complying with pre-clearance procedure as envisaged in this Code or gives false undertakings and/or makes misrepresentations in undertakings executed by him/her while complying with pre-clearance procedure shall be subjected to penalties as envisaged in the Code and contravention of code of conduct shall lead to disciplinary actions, including wage freeze, suspension etc., that may be imposed by Board of Directors or by Audit Committee. Further, 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. The Designated Person/ Insider may be asked to make good the loss to the Company, if any, arising out of the violation to the Code made by such designated person/ insider.

#### **E. TRADING PLAN**

- 1) A Designated Person shall be entitled to formulate a Trading Plan that complies with SEBI Regulations (“Trading Plan”) and present it to the Compliance Officer for approval and public disclosure. Trading Plan may be executed only after the said plan is approved by Compliance Officer and disclosed to stock exchanges on which Securities of Company are listed.
- 2) Designated Person shall not exercise any influence over the amount of Securities to be traded, price at which they are to be traded, or the date of trade.
- 3) Trading plan shall:–
  - (a) not entail commencement of trading on behalf of insiders earlier than six months from public disclosure of plan;
  - (b) not entail trading for period between twentieth trading day prior to the last day of any financial period for which results are required to be announced by issuer of securities and second trading day after disclosure of such financial results;
  - (c) entail trading for a period of not less than twelve months;
  - (d) not entail overlap of any period for which another trading plan is already in existence;
  - (e) set out their value of trades to be effected or number of securities to be traded along with nature of trade and intervals at, or dates on which such trades shall be effected; and
  - (f) not entail trading in securities for market abuse.
- 4) Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to any deviation from it or to execute any trade in securities outside scope of Trading Plan approved.

However, implementation of Trading Plan shall not be commenced, if at time of formulation of plan, Designated Person is in possession of UPSI and said information has not become generally available information at time of commencement of implementation. Commencement of Trading Plan shall be deferred until such UPSI becomes generally available information.

## **F. CONTRA TRADE**

- (i) A Designated Person who is permitted to trade in the securities of the Company shall not execute a contra trade (i.e., enter into an opposite transaction) within a period of six months from the date of execution of the prior transaction.
- (ii) In the case of trading in the units of mutual funds, a Designated Person who is a connected person of the mutual fund, asset management company, or trustees, and who is permitted to trade in such units, shall not execute a contra trade within a period of two months from the date of the prior transaction.
- (iii) The Compliance Officer may, for reasons to be recorded in writing, grant relaxation from the strict application of the contra trade restrictions, provided that such relaxation does not result in a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (iv) Any contra trade executed, whether inadvertently or otherwise, in violation of the above restrictions shall result in disgorgement of profits arising from such trade. Such profits shall be remitted to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund, in accordance with applicable laws and regulations.

## **G. DISCLOSURE REQUIREMENTS**

Disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions. Disclosures of trading in securities shall also include trading in derivatives of securities, if any, permitted by law and traded value of derivatives shall be taken into account for purposes of this Code.

### **i. Initial Disclosure:**

- (a) Every person on appointment as key managerial personnel or a director of the company or upon becoming a promoter or member of promoter group shall disclose his holding of securities of company as on date of appointment or becoming a promoter, to company within seven days of such appointment or becoming a promoter.
- (b) Every Designated Person shall disclose details like Permanent Account Number or any other identifier authorized by law, names of educational institutions from which they have graduated, names of their past employers, Immediate Relative, persons with whom such Designated Person(s) shares a material financial relationship and phone and mobile numbers which are used by them.

Explanation – “The 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.

## **ii. Continual Disclosure:**

- (a) Every Promoter, member of Promoter Group, Designated Person and Director of the Company shall disclose the number of Securities acquired or disposed of within two trading days of such transaction if value of securities traded, where in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 (ten lakh rupees) or such other value prescribed under SEBI Regulations or applicable law in the format as may be specified by the Board.
- (b) Every Designated Person shall disclose names and Permanent Account Number or any or identifier authorized by law of the following persons to Company on an annual basis and as and when information changes: (i) Immediate Relative; (ii) persons with whom such Designated Person(s) shares a material financial relationship; (iii) Phone and mobile numbers which are used by them.
- (c) Any off-market trade done shall be reported by Insiders to the company within two working days and the same shall be intimated to the Stock Exchange (s) in compliance with the said regulations.

## **H. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS**

- (i) The Compliance Officer, in consultation with Managing Director of the Company shall determine on how and when any person should be brought 'inside' on any proposed or ongoing sensitive transaction.
- (ii) A person, who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, dealers, insolvency professionals or other advisors or consultants etc., shall be brought inside on any proposed or ongoing sensitive transaction of the Company:
  - a) for Legitimate purposes;
  - b) in furtherance of performance of duties;
  - c) for discharge of legal obligations; and
  - d) for any other genuine or reasonable purpose as may be determined by the Compliance Officer
- (iii) Any person who has been brought inside on any proposed and/or ongoing sensitive transaction and is in receipt of Unpublished Price Sensitive Information shall be considered an "Insider" for purposes of PIT Regulations and due notice shall be given to such person by the Compliance Officer in consultation with the Managing Director of the Company to:
  - a) instruct such person that the information is in the nature of UPSI and is required to maintain confidentiality of the same; and
  - b) make such person aware of the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

## **I. PENAL PROVISIONS**

- (i) A Designated Person/ Insider who violates the provisions of this Code or Regulations or communicates any UPSI for trading in the Company's securities in contravention of the Code or Regulations shall be liable for such penal/ disciplinary/ remedial action as may be considered appropriate by the Board / Compliance Officer including wage freeze, suspension, recovery clawback etc. Any amount collected under this clause shall be remitted to the Investor Protection and Education Fund administered by the SEBI.
- (ii) If a violation of the Regulations is observed, the Company shall promptly inform the stock exchange(s) where securities are traded, in the form/manner specified by SEBI.

**J. STRUCTURED DIGITAL DATABASE:**

- (i) The Company shall maintain a structured digital database under the supervision of the Compliance Officer interalia (i) containing nature of UPSI; (ii) names of such persons who have shared information; (iii) names of such persons with whom information is shared under SEBI Regulations along with Permanent Account Number or any or 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 database.
- (ii) In case the Company receives UPSI not originating from the Company (external UPSI), the details of such UPSI and the persons involved shall be recorded in the SDD within two (2) calendar days of receipt of such information.
- (iii) The SDD shall be preserved for a period of not less than eight (8) years after completion of the relevant transactions or events to which such UPSI relate.
- (iv) Where the Board, the Compliance Officer, or any regulatory authority (including SEBI) initiates any investigation, enforcement proceeding, or regulatory action, the SDD shall be preserved till the completion of such proceedings, even if such period extends beyond eight years.

**K. MISCELLANEOUS**

- a. The Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and to prevent insider trading.
- b. The Board shall be empowered to amend, modify, and interpret this Code of Conduct and the same shall be effective from such date that Board may notify in this behalf.
- c. Compliance Officer shall provide to the Audit Committee, on a quarterly basis, updates on compliance under this code, any violations of this Code and or matters as may be directed by Audit Committee from time to time.
- d. Compliance Officer shall maintain (a) an updated list of Designated Persons, and (b) records of disclosures and pre-clearance applications and undertakings for a period of eight years; and (c) any

other information that is required pursuant to SEBI Regulations.

- e. The Company shall require all Connected Persons to adhere to the code of conduct to achieve compliance with SEBI Regulations. In case such persons observe that there has been a violation of SEBI Regulations, then they shall inform the Board promptly.
- f. Any suspected violation of Leak of UPSI or violation of this Code can be reported under whistle blower policy.

**How to Report:**

Report your concerns to your manager, or Helpline.

Helpline numbers are:

- Contact Number #: 9840920440
- You can also report at: [cs@glottislogistics.in](mailto:cs@glottislogistics.in)

You can also write to [cfo@glottislogistics.in](mailto:cfo@glottislogistics.in), or to Compliance Officer at [cs@glottislogistics.in](mailto:cs@glottislogistics.in). in case you have concerns about reaching out to Compliance Officer.

- g. Retaliation for reporting suspected violations is strictly prohibited under this Code. Employees who report any alleged violations of insider trading laws in accordance with informant mechanism under the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.
- h. Intermediary or fiduciary engaged by the Company shall put in place adequate and effective system of internal controls to ensure compliance with requirements given in SEBI Regulations to prevent insider trading.
- i. It is the responsibility of the Connected Persons to ensure compliance with the said Regulation.
- j. The policy and procedure for inquiry in case of Leak of UPSI or suspected Leak of UPSI shall be as approved by the Board.

**L. REVIEW**

This Code shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time. In events of inconsistency of this Code with any legal provisions, provisions of this law shall override this Code.

**M. AMENDMENT**

The Company reserves its right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever. The Code, as amended will be published on the website of Company.

Effective date: *13-02-2026*

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Annexure 1  
**APPLICATION FOR PRE-TRADING APPROVAL**

To,  
Compliance Officer,  
Glottis Limited.

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

1	Name of applicant	
2	Designation	
2A	Relationship with Applicant (Self/Immediate Relative)	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	proposal is for: (a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge	
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
8	Current market price (as on date of application)	
9	Wher proposed transaction will be through stock exchange or off-market trade	
10	Folio No. / DP ID / Client ID No. where securities will be credited / debited	
11	Name of the Dependent/relationship if the transaction is in the name of the dependents	
12	Previous approval no. and date of Purchase/allotment	

I enclose herewith undertaking signed by me.

Signature : \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Annexure 2  
**UNDERTAKING TO BE ACCOMPANIED WITH APPLICATION FOR  
PRECLEARANCE**

To,  
Compliance Officer,  
Glottis Limited.

I, \_\_\_\_\_ being a Designated person of the company, residing at \_\_\_\_\_, am desirous of trading in shares of Company as mentioned in my application, as per Code of Conduct for Trading in securities of Company, dated \_\_\_\_\_ for pre-clearance of transaction.

I further declare that I am not in possession of any unpublished price sensitive information (“**UPSI**”) up to the time of signing this undertaking. In event that I have access to or receive any UPSI after signing of this undertaking but before executing transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in Securities of Company until such information becomes public.

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

In event of this transaction being in violation of the Code or applicable laws,

(a) I will, unconditionally, release, hold and indemnify to fullest extent, to the Company and its directors and officers, ( ‘**indemnified persons**’) for all losses, damages, fines, expenses, suffered by indemnified persons,

(b) I will compensate all indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and

(c) I understand that the Company is authorised to recover from me, any profits arising from this transaction and remit the same to Securities and Exchange Board of India (“**SEBI**”) to be credited to the Investor Protection and Education Fund.

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

If approval is granted, I shall execute trade within seven days of receipt of approval failing which I shall seek pre-clearance afresh. I declare that I have made full and true disclosure and to the best of my knowledge and belief .

Signature : \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Annexure 3

**DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction / trading in securities of Company)

To,  
Compliance Officer,  
Glottis Limited.

I hereby inform that I:

- (i) have not bought / sold/ subscribed any securities of the Company
- (ii) have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date) (strike out whichever is not applicable)

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

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

OR

I have NOT DEALT in the equity shares of the Company as per my application dated \_\_\_\_\_ and as approved by you on \_\_\_\_\_.

In connection with the aforesaid transaction(s), I hereby undertake to produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note
2. Proof of Payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions.)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

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

Signature : \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Annexure 4  
FORM B

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

Name of company: \_\_\_\_\_

ISIN of company: \_\_\_\_\_

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group of a listed company and immediate relatives of such persons including connected person and by or such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DI N  Address with Contact No.	Category of person (Promoter or member of promoter group/KMP/Directors/Immediat e Relative to /ors etc.,	Date of appointment of Director/KMP  Date of becoming promoter/membe r of promoter group	Securities held at time of becoming promoter or member of promoter group/appointmen t of Director/KMP		% of Shareholdin g
			Type of security(Fo r eg: Shares, Warrants, Convertible debentures etc.,	No.	

Note: “Securities” shall have 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 Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group of a listed company and immediate relatives of such persons and by or such persons as mentioned in Regulation 6(2).

Open Interest of Future contracts held at the time of becoming Promoter/member of promoter group/appointment of Director/KMP			Open Interest of the Option Contracts held at time of becoming Promoter/member of promoter group/appointment of Director/KMP		
Contract specifica tions	Number of units (contracts * lot size)	Notional value In Rupee terms	Contract specifica tions	Number of units (contracts * lot size)	Notional value In Rupee terms

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

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_



				Deben nt ures			speci fy)	Deben tur es etc.)					
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Exchange on which the trade was executed: \_\_\_\_\_

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

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

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	No. of units (contracts lot size)	Notional Value	Number of units (contracts * lot size)	

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

Name & Signature:

Designation:

Date:

Place:

**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 or 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 whistleblower process as illustrated in the Company's Whistleblower Policy;
- ii. Any leak or suspected leak of UPSI detected through 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, where based on complaint received from a whistleblower or otherwise.

(above information shall be collectively referred to as "Complaint(s) for purpose of this Policy")

2. Chief Compliance Officer or the Company Secretary shall report any Complaints to Audit Committee within a reasonable time from the date of receipt of Complaint;

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

3. If Audit Committee mandates an investigation, an identified panel of investigators shall conduct investigation on the Complaint(s) and present their findings to the Company Secretary. Executive summary of investigation shall be reported to the Audit Committee by Company Secretary;

4. Based on update provided by Company Secretary, Audit Committee shall put forward its recommendation to Board. Board, on receipt of such recommendation and after due review/deliberations, shall decide on next steps;

5. Board shall have the power to amend any of provisions of this Policy, substitute any of provisions with a new provision and also replace this Policy entirely with a new Policy;

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