

PROLIFIC RESOLUTION PRIVATE LIMITED

**CODE OF CONDUCT FOR PREVENTION OF INSIDER
TRADING**

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as approved by the Board of Directors on July 29, 2024

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1. PREAMBLE

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interest of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 in exercise of the powers conferred on it under Securities and Exchange Board of India Act, 1992.

Trading in a Company's Listed securities by any person based on certain inside information that is not generally available to the public, which can materially affect the securities price upon coming into public domain is known as 'insider trading'. Such insider trading may also distort price of the securities on the Stock Exchange and the investor who does not have access to such insider information is placed at a great disadvantage. This kind of profiteering by insiders, misusing confidential information available to them by virtue of their position or connection with the Company, erodes investors' confidence in the integrity of the management of the Company and is not only unethical and immoral but indeed illegal and can attract criminal liability.

Accordingly, the Board of Directors of the Company has adopted this Code of Conduct for Prevention of Insider Trading (the "Code") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") as amended from time to time.

2. OBJECTIVE

The objective of this document is to give a basic understanding of the law relating to insider trading and to state Prolific Resolution Private Limited's ("the Company") Policy and Code, for dealing in its securities for the benefit of and compliance by all concerned. It also includes the guidance to Designated Persons on the Policy, pre-clearance/notification procedures to be followed at the time of trading in the securities of the Company and the option of formulation of Trading Plans pursuant to which trades may be carried out in the securities of the Company.

In addition, the Company has adopted "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code of Conduct for Fair Disclosure") that it would follow to adhere to the principles set out in Schedule A of the SEBI (PIT) Regulations.

3. APPLICABILITY

This Code shall be applicable to and binding on all the Designated Persons and immediate Relatives of Designated Persons for trading in securities of the Company.

4. DEFINITIONS AND INTERPRETATIONS

In this Code the following expressions including their grammatical variations and cognate expressions shall unless repugnant to the context or meaning thereof, have the meaning assigned to them respectively hereunder: -

- a. **"Act"** means the Securities and Exchange Board of India Act, 1992;
- b. **"Board"** means the Securities and Exchange Board of India;

- c. **"Compliance Officer"** means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Codes specified in these Regulations under the overall supervision of the Board of Directors of the Company or the head of an organization, as the case may be.

[Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows];

- d. **"Connected Person"** means, -

- (i) Any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its Officers or by being in any contractual, fiduciary or employment relationship or by being a Director, Officer or an Employee of the Company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - a) 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 the Securities and Exchange Board of India Act, 1992 or an Employee or Director thereof; or
 - d) An official of a Stock Exchange or of Clearing House or Corporation; or
 - e) a Banker of the Company; or
 - f) 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 the Company, has more than ten per cent of the holding or interest;

- e. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
- f. **"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;
- g. **"insider"** means any person who is:
 - i) A connected person; or
 - ii) In possession of or having access to unpublished price sensitive information;
- h. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") or any modification thereof;

- i. **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- j. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a Mutual Fund;
- k. **"Specified"** means specified by the Board in writing;
- l. **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- m. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- n. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
- o. **"Unpublished price sensitive information" ("UPSI")** 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 and such other transactions;
 - v) Changes in key managerial personnel.

Save and except the terms defined herein above, all the other terms used but not defined shall have meaning ascribed to them under the SEBI (PIT) Regulations, Companies Act, 2013, the SEBI Act, 1992 and the Securities Contract Regulation Act, 1957 and SEBI (ICDR) Regulations, 2018 etc.

5. COMPLIANCE OFFICER

The Compliance Officer shall be responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearance of trades of Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company.

The Compliance Officer shall maintain a record of the designated persons and any changes therein, in accordance with the provisions of the SEBI (PIT) Regulations.

6. COMMUNICATION AND RESTRICTION ON TRADING

A Designated Person:

- (i) Shall handle the UPSI only on 'need to know basis' and shall at all-times maintain confidentiality of UPSI known to him.
- (ii) Should not trade in the Securities of the Company at any time while he/she/it is in possession of any UPSI, save and except trades executed pursuant to the Trading Plan as approved by the Compliance Officer in accordance with clause 14 of this Code.

Any person with whom information is shared in furtherance of legitimate purpose, shall be considered as Insider and shall abide by the terms of this Code and those stipulated under the SEBI (PIT) Regulations.

Any information required to be shared arising out of legal obligations, should be undertaken only in consultation with the Compliance Officer, General Counsel and Senior Management of the Company.

The Compliance Officer shall ensure that necessary internal controls are in place to protect the personal information of Designated Persons (natural person) under applicable Data Protections Laws.

7. CHINESE WALL PROCEDURE

To prevent misuse of UPSI, the Company shall endeavour to separate those departments which routinely have access to UPSI, considered “inside areas” from those departments which are considered “public areas”.

Within inside areas, the information shall be shared only on ‘need - to - know’ basis. Any person, who needs access to inside areas shall first seek a prior approval of his departmental head and also give reasons for seeking entry into the inside areas.

Any information shared for “legitimate purpose” as defined in the Code shall not be construed as “crossing the wall” under this Code.

8. TRADING PERIOD

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for trading in the securities of the Company.

Unless otherwise specified by the Compliance Officer, the Trading Window for trading in securities of the Company shall be closed for the Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have access to UPSI, including for the following purposes:

- a. Declaration of financial results;
- b. Declaration of dividends;
- c. Change in capital structure;
- d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions of similar nature;
- e. Change in Key Managerial Personnel;

Restricted Period

In respect of announcement of Quarterly/ Half Yearly/ Yearly Financial Results by the Company, Restricted Period would commence from 1st of the month subsequent to close of the respective quarter/half year/ year and such restriction shall remain in force until 48 hours after the announcement of financial results by the Board of Directors of the Company.

The Trading Window shall be opened 48 (Forty-Eight) hours after the information referred to above becomes generally available.

All the Designated Persons shall strictly conduct trading in the securities of the Company only when the Trading Window is open and no Designated Person shall trade in the securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

No trading restriction shall apply to the events as exempted or clarified by SEBI from time to time.

9. PRE-CLEARANCE OF TRADES

All Designated Persons who intend to trade in the securities of the Company and the cumulative trading, whether in one transaction or a series of transactions in any calendar quarter exceeds Rs. 10 Lakhs (market value), should seek pre-clearance for such transactions. These transactions shall take place only in period other than the Restricted/ Shut Period.

10. PROCEDURE FOR PRE-CLEARANCE OF TRADE

An “Application for pre-clearance” shall have to be made as per the format set out in “**Exhibit 1**” of this Code to the Compliance Officer, along with an Undertaking as per the format set out in “**Exhibit 2**” of this Code.

The Compliance Officer shall seek declarations, prior to approving any trades, to the effect that the applicant for pre-clearance is not in possession of any UPSI. No Designated Person shall apply for pre-clearance of any proposed trade if he is in possession of UPSI even if the Trading Window is open.

11. APPROVAL BY COMPLIANCE OFFICER

All requests for approval shall be sent to the Compliance Officer of the Company and the Compliance Officer is obliged to respond within 3 (three) working days from the receipt of request for approval. In the absence of any response from the Compliance Officer within 3 (three) working days, the person concerned can proceed with the transaction. However, the requirement of reporting transaction to the Compliance Officer remains.

It must be understood that the pre-clearance is one of the safeguards for avoiding insider trading

However, any transaction which fulfils the attributes of insider trading even after pre-clearance will not absolve the Designated Person from such liability, nor will make the Company party to such insider trading.

12. EXECUTION OF TRANSACTION FOR WHICH PRE- CLEARANCE HAS BEEN SOUGHT

The Designated Person of the Company shall execute the transaction for which pre-clearance has been sought within 7 (seven) trading days after the approval of pre- clearance (both days inclusive).

If the transaction is not executed within 7 (seven) trading days after the approval is given, the concerned Designated Person must get the transaction pre-cleared again.

13. HOLDING PERIOD/CONTRA TRADE

No Designated Person shall undertake contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction.

Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

However, the restriction on contra trade shall not apply to exercise of the Stock Options under the Company's Employee Stock Option Scheme (ESOS), if any.

14. TRADING PLAN

1. 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.
2. Such Trading Plan shall:
 - a. not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
 - b. not entail overlap of any period for which another Trading Plan is already in existence;
 - c. set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

- d. not entail Trading in Securities for market abuse.

15. APPROVAL OF TRADING PLAN BY COMPLIANCE OFFICER

- a. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved Trading Plan.

- b. The Trading Plan, once approved, shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the Securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

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

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
- c. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval

16. DISCLOSURE OF TRADING BY CERTAIN PERSONS

INITIAL DISCLOSURES

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or Member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter as per format set out in “**Exhibit-3**” of this Code.

CONTINUAL DISCLOSURES

Every Promoter, Member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed 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 as per format set out in “**Exhibit-4**” of this Code.

The Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

DISCLOSURES BY OTHER CONNECTED PERSONS

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with SEBI (PIT) Regulations. Formats for making such disclosures have been set out in “**Exhibit- 5**” and “**Exhibit 6**” of this Code.

17. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The internal controls include the following:

- a. All employees who have access to UPSI shall be identified as Designated Persons;
- b. All UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Code and Regulations;
- c. Adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code;
- d. Lists of all employees and other persons with whom UPSI is shared shall be maintained in the digital database.
- e. All other relevant requirements specified under the Code shall be complied with;
- f. Periodic process review, on an annual basis shall be conducted by the Internal Audit Team of the Company to evaluate the effectiveness of internal controls in place.

18. REVIEW BY AUDIT COMMITTEE

The Audit Committee of the Company, if any at the beginning of each financial year shall review the compliance of the provision of this Code and the SEBI (PIT) Regulations and also verify the adequacy and effectiveness of the internal controls in place to ensure compliance of the SEBI (PIT) Regulations.

19. ACTUAL OR SUSPECTED LEAK OF UPSI

On becoming aware of actual or suspected leak of UPSI of the Company by any Promoter, Director Key Managerial Person, Insider, Employee, other Designated Person, support staff or any other known or unknown person, the concerned person shall inform to the Compliance Officer as per the format set out in “**Exhibit- 7**” of this Code. The Compliance Officer shall then inform the Directors of the Company.

The Board of Directors, if required may seek help of external agencies or set up an internal committee to carry out inquiry in relation to leak or suspected leak of UPSI/ potential breach of this Code and/or the SEBI (PIT) Regulations by the suspected Designated Person(s). The Designated Person(s) are expected to co-operate and make themselves available for any inquiries as may be initiated against them, failure to do so shall attract strict disciplinary actions.

Any person who blows the whistle on leakage or suspected leakage of UPSI shall be provided adequate protection by the Company. In accordance with the SEBI (PIT) Regulations, protection will be provided by SEBI to persons who voluntarily inform them about any act of insider trading.

20. PENALTY FOR CONTRAVENTION OF THE CODE

Failure to comply with this Code is a serious offence and any Designated Person who violates the provisions of this Code shall be liable for one or more penal/disciplinary/remedial action as may be considered appropriate by the Board of Directors of the Company.

The Board while deciding the level of sanctions may consider factors such as knowledge of price sensitive information, level of management responsibility of the individual concerned, numbers of securities transacted, nature of breach, whether the breach occurred as a result of deliberate intent or not.

Notwithstanding the sanctions/disciplinary action the Regulator may take, depending on the severity of breach, the Board may apply one or more of the following sanctions:

- a. Verbal Warning
- b. Written Warning
- c. Monetary Fine equivalent to two times of the amount of profits made or losses avoided due to the act of insider trading, whichever is higher. The Designated Person shall disgorge the said amount in the Investor Education and Protection Fund.
- d. Internal Action, e.g. suspension, wage freeze (including increment/promotion) change in role, job level/claw back of bonuses/salary paid in the previous years
- e. Employment Termination

The Board, considering the nature and severity of the breach, and after recording the reasons in writing shall decide to report any such leak/suspected leak of UPSI, breach of the Code by the Designated Persons and immediate Relatives of Designated Persons and action taken by the Company to SEBI in the format specified by SEBI in this behalf and shall also maintain a database of the violation of this Code by the Designated Persons and immediate Relatives of Designated Persons.

The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such Designated Person.

21. QUERIES/CONSULTATION

Any person, to whom this Code applies, and who has any doubt as to interpretation of any clause of the Code, should at all times consult the Compliance Officer. All communications under this Code should be addressed to the Compliance Officer.

22. REVIEW AND AMENDMENTS

To ensure that this Code is updated in consonance with the SEBI (PIT) Regulations, and amendments as and when introduced from time to time, the Board of Directors shall have the power to modify, amend or replace this Policy in part or full, in their absolute discretion.

23. DISCLAIMER

This Code is only an internal Code of Conduct and one of the measures to avoid insider trading. Every Insider or Designated Person is required to familiarise himself with the SEBI (PIT) Regulations. Under the SEBI (PIT) Regulations the onus is on the insider to prove his innocence.

Please note that in case the SEBI (PIT) Regulations or any statutory provisions are more stringent than those contained in the Code, the former shall prevail.

For Prolific Resolution Private Limited

**Rhea Kharche
Company Secretary**

EXHIBIT- 1

SPECIMEN OF APPLICATION FOR OBTAINING PRE – CLEARANCE

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Under Schedule B of Company's Code of Conduct to Regulate Insider Trading and Code of Fair
Disclosure (Code)]**

**(for all transactions of value exceeding Rs. 10 lakhs (market value), in one transaction or over a series of
transactions during the calendar quarter)**

From,
(Name, Designation and Address of the Applicant)

To,
The Compliance Officer
Prolific Resolution Private Limited
Hincon House, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083

Dear Sir,

I intend to Trade in the Securities of the Company i.e. Non-Convertible Debentures as per the particulars furnished below:

Name(s) of the persons for whom the transaction is to be executed	
PAN No.	
No. of securities covered by the transaction	
Nature of transaction for which approval is sought	Purchase / Sale / Demat /Pledge/ Other
Depository ID No.	
Client ID No.	
Particulars of the broker through whom the transaction is to be executed	Name: Address: Phone No.:

** - strike out whichever is not applicable*

I have enclosed necessary documents, containing the particulars in the prescribed format. I request you to kindly pre- clear the above transaction at the earliest.

Thanking you,
Yours faithfully,

Name of the Applicant
Employee Code No. (if applicable):
Contact Number:
Department (if applicable):
Place:
Date:

EXHIBIT- 2

EXPRESS UNDERTAKING (TO BE SUBMITTED ON STAMP PAPER OF RS.100/-)

To,
The Compliance Officer
Prolific Resolution Private Limited
Hincon House, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083

Dear Sir,

I, being a Designated Person as per the “Prolific Resolution Private Limited – Insider Trading Policy”, am desirous of trading in _____ Securities (Non- Convertible Debentures) of the Company held in my name/ in the name of my Immediate Relative / in the name of Companies controlled by me or on behalf of any other person as mentioned in my application dated for pre-clearance of the Trade.

I hereby confirm/undertake:

- a. To maintain confidentiality of all ‘Unpublished Price Sensitive Information’ that may come into my possession in the discharge of my duties with the Company;
- b. Not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- c. To report to the Compliance Officer, any non-public information that may be directly received by me;
- d. That I am not in possession and/or I do not have any access to ‘Unpublished Price Sensitive Information’ up to the date of signing this undertaking;
- e. That in case I have access to or receive ‘Unpublished Price Sensitive Information’ after the signing of this undertaking but before the execution of the transaction, I will inform the Compliance Officer of the change in my position and that I will completely refrain from trading in the securities of the Company till such time such information becomes generally available in public domain;
- f. That I have not contravened the “Prolific Resolution Private Limited – Code of Conduct for Prevention of Insider Trading Policy” as notified by the Company from time to time; and
- g. That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:
Employee Code No. (if applicable):
Contact Number:
Department:
Date:
Place:

EXHIBIT- 3

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

Name of the Company: _____

ISIN of the Company: _____

Details of Securities (Non-Convertible Debentures) held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group of a Listed Company and immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or Member of the Promoter Group/ immediate Relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ Member of the Promoter Group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or Member of the Promoter Group		% of Holding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of KMP or Director or upon becoming a Promoter or Member of the Promoter Group of a Listed Company and immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place

EXHIBIT- 4

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

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities (Non-Convertible Debentures) of Promoter, Member of the Promoter Group, Designated Person or Director of a Listed Company and immediate Relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ Member of the Promoter Group/Designated Person/ Directors/ Immediate Relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed			
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)
1	2	3	4	5	6	7	8

Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of securities/ disposal of securities, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of holding	From	To			
9	10	11	12	13	14	15

NOTE:

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

EXHIBIT- 5 (Indicative Format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (3) – Transactions by other connected persons as identified by the Company]

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the Company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed			
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)
1	2	3	4	5	6	7	8

Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of securities/ disposal of securities, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of holding	From	To			
9	10	11	12	13	14	15

NOTE:

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

EXHIBIT- 6

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

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

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

Name & Signature:

Designation:

Date:

Place:

EXHIBIT- 7

FORMAT FOR REPORTING UPSI TO COMPLIANCE OFFICER

To,
The Compliance Officer
Prolific Resolution Private Limited
Corres. Add.- Hinson House, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083

Sir,

Sub: Reporting of Unpublished Price Sensitive Information (USPI)

I, _____ being a Designated Person as per Prolific Resolution Private Limited – Code of Conduct for Prevention of Insider Trading, hereby report the following UPSI received/accessed by me either directly or indirectly which directly or indirectly related to Prolific Resolution Private Limited, or its securities, that is generally not available, and which on being generally available, is likely to materially affect the price of securities of Company:

Sr. No	USPI	Information
1.	Financial Results	
2.	Dividends	
3.	Change in capital structure	
4.	Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions	
5.	Changes in Key Managerial Personnel	
6.	Such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time	

I, _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with the Prolific Resolution Private Limited – Code of Conduct for Prevention of Insider Trading. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- a. Under any proceedings or pursuant to any order of courts or tribunals;
- b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
- c. In compliance with applicable laws, regulations, rules and requirements;

(Signature)

Name of the Applicant:

Date:

Place: