

Fidel Softech Code of Conduct Insider Trading

INTRODUCTION

This code may be called as code of conduct of Fidel Softech Limited for prevention of Insider Trading as approved and adopted by the Board of Directors of the company which came into the force from April, 2022.

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 the code has been amended and has been approved and adopted by the Board of Directors of the company. The code shall come into the effect from 01st April, 2019. Words and expression used but not defined in this code shall have the same meaning as assigned to them in the SEBI(Prohibition of Insider Trading) Regulations, 2015 or the Securities Exchange of Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made there-under as the case may be or in any amendment thereto.

This code is subject to review by the Board of Directors as and when deemed necessary.

1. PREAMBLE

Insider trading means dealing in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers and Designated Employees of Fidel Softech Limited based on or when in possession of unpublished price sensitive information (UPSI). Such trading by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all the listed companies. The Regulations prohibits insider trading.

2. APPLICABILITY

This code shall be applicable to all the Promoter, member of the promoter group, Designated Employees, Specified persons, immediate relatives, Legitimate Purpose and connected persons which includes (Fiduciaries and Intermediaries) of Fidel Softech Limited and shall come into effect from the date of listing of Equity Shares of the Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of the Company.

DEFINITION-

1. "Act" shall mean the Securities and Exchange Board of India Act, 1992

2. "Board" means the Securities and Exchange Board of India;

3. "Code" Means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.

4. "Company" means Fidel Softech Limited

5. "Compliance Officer" means Company Secretary or such other senior officer nominated from time to time who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under SEBI PIT Regulations, 2015 and who shall be responsible for compliance of policies, procedure, 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 under SEBI PIT Regulations, 2015 under the overall supervision of the Board of Directors of the Company

6. "Connected person" means,-

(i) Any person who is or has during the six months prior to the 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 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 Act or an employee or director thereof;

or

- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or Fidel Softech Limited
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

NOTE: It is intended that the immediate relatives of "connected person" too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption,

7. "Designated Employees"- shall mean and include- Top two tier of Fidel Softech Limited namely:-

(a) "Designated Persons" means those persons who have been identified by the Board or such other analogous authority in consultation with the compliance officer as designated persons to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and which shall include:-

- i. Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- ii. Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- iii. All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;

- iv. Every Employees upto two levels below Managing Director/Chairman of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- v. Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staffs who have access to unpublished price sensitive information

(b) Directors- means Directors on the Board of Fidel Softech Limited both Executive and Non-Executive.

(c) Employee means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company

- (d)**
- i. Promoter and Promoter Group of the Company; All Directors;
 - ii. Any other employee as may be determined on case to case basis and informed by the Compliance Officer from time to time in consultation with the Chairman and Managing Director of the Company;
 - iii. Persons in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms, analysts, etc.; and
 - iv. Immediate relatives of persons covered under clause (i) to (vii) above.

8. "Director" means a member of the Board of Directors of the Company.

9. "Dealing in securities" Means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or as an agent.

10. "Financially Literate" means a person · who has the ability to read and understand basic financial statements i.e. balance sheet, the statement of profit and loss and the statement of cash flows.

11. "Generally Available Information" Means Information that is accessible to the public on a non-discriminatory basis. NOTE: Information published on the website of a stock exchanges, would ordinarily be considered generally available.

12. "Immediate Relative" The following shall be treated as immediate relative of the designated employee.

- i. Spouse
- ii. Father
- iii. Mother (including step-mother)
- iv. Son (including step-son)
- v. Son's wife
- vi. Daughter (including step-daughter)
- vii. Daughter's Husband
- viii. Siblings

13. "Insider" means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information; NOTE: Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an "insider" regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or or he could not access or that his trading when in possession of such information was squarely

covered by the exonerating circumstances.

14. "KMP" Means Key Managerial Person, and includes—

- i. the Chief Executive Officer or the managing director or whole time director or the Manager;
- ii. the Company Secretary;
- iii. the Chief Financial Officer; and
- iv. Such other officer as may be appointed by the Board of Directors of the Company as Key Managerial Person.

15. "Legitimate Purpose" shall include sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators; lenders; customers; suppliers; bankers; merchant bankers; legal advisors; auditors; insolvency professionals; other advisors or consultants provided that such sharing has not been carried out to evade or Circumvent the prohibitions of these Regulations Fidel Softech Limited.

16. "Need to know basis" means the Unpublished Price Sensitive Information should be disclosed only to those within the Company who need information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

17. "Promoter" 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.

18. "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.

19. "Securities" Shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of mutual funds.

20. "Stock Exchanges" Shall mean any recognized stock exchange on which Company's securities are listed.

21. "trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ; NOTE: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term "trading" to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc. when in possession of unpublished price sensitive information.

22. "trading day" means a day on which the recognized stock exchanges are open for trading;
Fidel Softech Limited

23. "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, de listings, disposals and expansion of business and such other transactions;
- v. Changes in Key Managerial Personnel;
- vi. Material Events; The Compliance Officer may decide any other matter also as Price Sensitive Information.

24. “Whistle Blower” means an employee who reports instance of leak of price sensitive information under this Code.

CODE

1. Compliance Officer- Appointment and Duties

- 1.1 The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.
- 1.2 The Compliance Officer shall report to the Board of the Company.
- 1.3 The Company Secretary shall hold the position of the Compliance Officer so long as he/she remains the Company Secretary. In the event of the office of the Company Secretary falling vacant till such time as successor is appointed, the Managing Director shall, in the interim period act as the Compliance Officer.
- 1.4 In order to discharge his/her functions effectively; the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
- 1.5 The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.
- 1.6 The Compliance Officer shall be responsible for:
 - (a) setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
 - (b) prescribing procedures for various activities referred to in the Code.
 - (c) compliance with the policies and procedures referred hereinabove.
 - (d) monitoring adherence to the rules for the preservation of UPSI.
 - (e) grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading
 - (f) implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
 - (g) the Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time.
 - (h) the Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
 - (i) the Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.

2. Preservation of Price Sensitive Information.

- 2.1 Designated Employees, specified persons, immediate relatives and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Directors, Officers and Designated Employees and Connected Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- 2.2 Price Sensitive Information is to be handled on a “need to know” basis, i.e., Price Sensitive Information should be disclosed only to those within Fidel Softech Limited who need the information to discharge their duty. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not

in any manner give rise to a conflict of interest or likelihood of misuse of the information.

2.3 Need to Know:

1. "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
2. All non-public information directly received by any employee should immediately be reported to the Compliance Officer.
3. Limited access to confidential information:
Specified Persons' privacy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:
 - i. files containing confidential information shall be kept secure.
 - ii. computer files must have adequate security of login through a password.
 - iii. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.
4. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
5. Preservation of misuse of "Price Sensitive Information".
To comply with this confidentiality obligation, the Specified Persons shall not discuss UPSI in public places and recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI,
6. All Directors, Officers and Designated Employees of Fidel Softech Limited and Connected Persons shall be subject to trading restrictions as enumerated below.
 - i. **When the trading window is closed, Designated Employees, specified persons, immediate relatives and Connected Persons shall not trade in the company's securities in such period.**
 - ii. **The trading window shall be, inter alia closed at the time:-**
 - a) Declaration of financial results (quarterly, half-yearly and annually).
 - b) Declaration of dividends (interim and final).
 - c) change in capital structure.
 - d) Any major expansion plans or execution of new projects i.e. Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions.
 - e) Disposal of whole or substantially whole of the undertaking.
 - f) Any changes in policies, plans or operations of Fidel Softech Limited.
 - g) changes in key managerial personnel, and
 - h) any other matter which is likely to be price sensitive.
 - iii. **As regards declaration of dividend and other matters referred to in (c) to (i) above, the Managing Director/ Chief Executive Officer shall, well before initiation of such activity/ project, form a core team of Employees who would work on such assignment. The Managing Director/ Chief Executive Officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned, and the Trading Window would be**

regarded as closed for them. Such core team may share information related to the activity/project with any Connected Person only on a need to know basis for any advice or guidance required from such Connected Person, provided that such person is bound by confidentiality and undertake not to breach the Regulations.

- iv. Closure of trading window shall commence from next day after the end of the quarter and shall be re-opened 48 hours after the information referred hereinabove, is made public.
- v. All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives 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.

2.4 All Directors, Officers and Designated Employees shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent and shall ensure that their Dependent shall also not engage in Dealing in Securities on their own account, if such Director, Officer or Designated Employees is in possession of any unpublished price sensitive information.

3. Trading Plan

Every Designated Person shall obtain a *pre-trading* approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives. Such *pre-trading* approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value).

3.1 An insider shall 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.

3.2 Insider shall submit trading plan before six months from commencement of trading.

3.3 Insider shall not inter into the transaction between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by Fidel Softech Limited of the securities and the second trading day after the disclosure of such financial results.

3.4 If another trading plan is already in existence no other plan shall not be accepted covering the same time period.

3.5 Insider in his trading plan shall set out number of Securities to be traded along with the nature of the trade and time gap between the trade and dates on which such trade shall be effected.

3.6 Compliance officer shall review the trading plan, approve and monitor the implementation of the plan.

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

3.8 The Insider shall not execute the aforesaid trading plan 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 and in such event Insider shall execute trading plan when such information shall become public.

3.9 After approval the trading plan Compliance Officer shall inform the BSE about the approved trading plan and the same will be broadcast on Company's website.

3.10 Insider shall submit trading plan along with the declaration and application in "Annexure – 1-to 3" or any other format specified by SEBI or BSE.

4. Trading Window and Window Closure

4.1 (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.

(ii) The trading window shall be, inter alia, closed immediately after the end of every quarter and shall be re-opened 48 hours after the information referred hereinabove, is made public.

(iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

(iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in point no. (ii) above or during any other period as may be specified by the Company from time to time.

(v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

4.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. It is the duty of the designated employees to inform the immediate relatives about the closure of trading window, as and when communicated by the Company and ensure that they do not deal in the securities of the Company. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

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

4.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

5. Pre-clearance of trades

5.1 All Directors, Officers, Designated employees of Fidel Softech Limited and Connected Persons who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above Rupees Ten Lakhs (Rs. 10,00,000/-), should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence, he shall not be allowed to trade.

5.2 An application may be made in prescribed format (Annexure 2) to the Compliance Officer

indicating the estimated number of shares that the Insider intends to deal in, the depository with which he/she has an account and the details as to his/her shareholding before and after the intended transaction.

- 5.3 An undertaking (Annexure 3) shall be executed in favour of the company by such directors, officers, designated employees incorporating, inter alia, the following clauses, as may be applicable :
- a) That the directors, officers, designated employees does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
 - b) That in case the employee, director, officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of Fidel Softech Limited till the time such information becomes public.
 - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by Fidel Softech Limited from time to time.
 - d) That he/she has made a full and true disclosure in the matter.

6. Insiders to Maintain Digital Database

The Insiders shall ensure that a structured digital database is to be maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

7. Compliance Officer to Maintain the Record of Designated Persons and Related Persons to Them

Compliance Officer is required to take the following details from Designated persons, immediate relatives and persons with whom such designated person(s) shares a material financial relationship.

- I. ON ANNUAL BASIS (On further change of information):
 - a) Name of the immediate relatives and persons with whom such designated person(s) shares a material financial relationship;
 - b) Permanent Account Number or any other identifier authorized by law of the following persons to the company;
 - c) Phone, mobile and cell numbers which are used by them
- II. ON ONE TIME BASIS:
 - a) the names of educational institutions from which designated persons have graduated
 - b) names of their past employers.

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

8. Other restrictions

- 8.1 All directors, officers, designated employees their dependents and Connected Persons shall execute their order in respect of securities of Fidel Softech Limited 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 directors, officers, designated employees must pre-clear the transaction again.
- 8.2 All directors/ officers/ designated employees who buy or sell and number of shares of Fidel Softech Limited shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ officers/designated employees shall also not take positions in derivative transactions in

the shares of Fidel Softech Limited at any time.

In the case of subscription in the primary market (initial public offers), the above mentioned persons shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- 8.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.
- 8.4 Fidel Softech Limited will have a process to ascertain how and when people are brought 'inside' on sensitive transactions. Proposed Insider should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

9. Reporting requirements for transactions in securities Initial Disclosures

Initial Disclosures

- 9.1 Every promoter, member of the promoter group, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his latest holding of Securities of Fidel Softech Limited mentioning date of holding as on or before 15th May, 2022 taking effect, to the Company within thirty days of these CODE taking effect;
- 9.2 Every person on appointment as a key managerial personnel or a director of Fidel Softech Limited or upon becoming a promoter shall disclose his holding of securities of Fidel Softech Limited as on the date of appointment or becoming a promoter, to Fidel Softech Limited within seven days of such appointment or becoming a promoter to Fidel Softech Limited /Compliance Officer.

Continual Disclosures.

- 6.3 Every promoter, member of the promoter group, designated person and director of every company shall disclose to Fidel Softech Limited the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by SEBI time to time.
- 6.4 Compliance Officer of Fidel Softech Limited 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.

- 9.5 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015
- 9.6 Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors, officers, designated employees for a minimum period of three years.
- 9.7 The Compliance Officer shall place before the Managing Director or Chief Executive Officer or Chief Financial Officer or a committee specified by Fidel Softech Limited, on a monthly basis all the details of the dealing in the securities by Director, Officer, Designated Employees of Fidel Softech Limited and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.
- 9.8 Compliance Officer shall take the Code of Conduct from Intermediaries and Fiduciaries of Fidel Softech Limited as prescribed in Schedule C of SEBI (PIT) Regulations, 2015.

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

- 10.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 10.2 Disclosure / dissemination of Price Sensitive Information with special reference to

analysts, media persons and institutional investors:

- 10.3 The following guidelines shall be followed while dealing with analysts and institutional investors:
- i. Only public information to be provided.
 - ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
 - iii. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
 - iv. Simultaneous release of information after every such meet.

11. Penalty for contravention of code of conduct

- 11.1 Every designated employee, specified persons, immediate relatives and connected persons (which shall include Intermediaries and Fiduciaries) shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).
- 11.2 The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment.
- 11.3 Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 11.4 Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher.
- 11.5 Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.
- 11.6 In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary cooperation as may be required by the Company/Compliance Officer or SEBI in this connection.

12. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by Fidel Softech Limited / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 SEBI shall be informed by Fidel Softech Limited.

(Annexure-13)

Trading Plan

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,
 The Compliance Officer
 Fidel Softech Limited
 Dear Sir /Madam

Ref: DP's name :.....
 DP ID :.....
 CLIENT ID :.....
 Name of insider :.....
 Address :.....

Your approval is solicited for proposed Trading Plan purchase & sale of securities of the Company in physical / demats form. I am furnishing details of trade to be made in six month after approval of the proposed trading plan:-

<i>Sl. No.</i>	<i>Nature of Trade</i>	<i>Number of Securities to be trade</i>	<i>Time intervals between Two Trades</i>	<i>Date of propose trade</i>

1. I am confirming that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
2. that in case I have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
3. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
4. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature
 Name.....
 Designation.....
 Employee Code no.....

(Annexure-14)

Application for pre-clearance of trade

(Under Code of Conduct of the Company read with Insider Trading regulation, 2015)

To,
The Compliance Officer
Fidel Softech Limited

Dear Sir /Madam

Ref: DP's name :.....
DP ID :.....
CLIENT ID :.....
Name of insider :.....
Address :.....

Your approval is solicited for purchase/sale of _____ securities of the Company in physical / demats form.

I state on solemn affirmation:

1. that I am Director/Officer/Designated Employee of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale_____ (state No. of securities) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;
6. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of thirty days from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly
Signature
Name.....
Designation.....
Employee Code no.....

(Annexure-3)

UNDERTAKING

I, _____ aged about _____ years, Son of _____ working in the capacity of _____ in Fidel Softech Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from _____.
2. that as on date I do not possess/own any shares of the company or I have purchased _____ nos. of shares of the Company from open market. (strike out which is not applicable)
3. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
4. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
5. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
6. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
7. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
8. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
9. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
10. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/ noncompliance of the same.
11. That I have made a full and true disclosure in the matter

Signature :.....
Date :.....
Name :.....
Place :.....