



DYNAMATIC TECHNOLOGIES LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

**PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF
INSIDER TRADING) REGULATIONS, 2015**



1. Preamble

1.1 Insider trading means trading in securities of Dynamatic Technologies Limited ("the Company or DTL") by **connected or any persons in possession of or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an 'insider' is regarded unfair when it is predicated upon utilization of 'inside' information to profit at the expense of other investors who do not have access to the same information.** Insider trading adversely affects the confidence of the investors about the integrity of the management and promotes unhealthy practices in the capital market.

1.2 In order to prevent such practices, Securities and Exchange Board of India (SEBI) has passed SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

2. In line with the above said regulations, the following Code of Conduct (hereinafter referred to as the 'Code') for prevention of Insider trading was adopted by the Board of Directors of the Company at its Meeting held on 15th May, 2012 and as amended by the Board of Directors at its meeting held on 23rd March, 2015 and by the Finance Committee of the Board of Directors at its meeting held on 22nd March, 2016 and as amended by Board at its meeting held on 25th March 2019. The Board at its meeting held on 11th, November, 2019 has adopted a code of conduct with incorporation of new amendments so as to align it with the new regulation i.e. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"). The objective of the Code is to prevent trading in securities of the Company by connected or any persons in possession of or with access to unpublished price sensitive information either on his own behalf or on behalf of any other person, on the basis of unpublished price sensitive information.

3. Definitions

In this Code, unless the context otherwise requires:

(a) **"Code"** means this Code of Conduct for Prevention of Insider Trading as modified from time- to-time.

(b) **"Company"** means Dynamatic Technologies Limited.

(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 listed 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 been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access



- 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
 - (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 recognised or authorised 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;
 - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
 - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);
- (e) **“Dealing in securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;
- (f) **“Dependent”** shall include the spouse, dependent children, dependent parents and such other family members of the by Designated Persons as may be notified by him/her.
- (g) **“Designated Persons”** Means:
- (i) Members of the Board of Directors of the DTL;
 - (ii) Members/invitees of DTL Leadership Forum;
 - (iii) CEO, Company Secretary, CFO;
 - (iv) Auditors of DTL;
 - (v) All employees of the Accounts, Finance, Legal & Secretarial Department of DTL at Registered Office;
 - (vi) CFO's & CEO's and CS's of the Holding Company, Subsidiary Company and Associate Company* and Joint Venture;
 - (vii) Internal Audit Department, Legal Department;
 - (viii) Secretaries/Executive officers reporting to the Chairman or the Managing; Director/Whole Time Director/CFO/CS;
 - (ix) All Departmental Heads of the Company (For eg. Finance Head, Purchase Head, Sales Head etc.);
 - (x) Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis; and
 - (xi) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization



- by their board of directors
- (xii) All promoters of the Company
 - (xiii) Employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
 - (xiv) Any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
 - (xv) Such other persons as may be identified by the Compliance Officer.

***Associate Company means a company in which DTL has a significant influence, but which is not a subsidiary company of DTL having such influence and includes a joint venture company;**

- (h) **"Director"** shall have the meaning assigned to it under the Companies Act, 2013.
- (i) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- (j) **"Key Managerial Personnel"** shall have the meaning assigned to it under Section 2 (51) the Companies Act, 2013.
- (k) **"Officer"** shall have the meaning assigned to it under the Companies Act, 2013.
- (l) **"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.
- (m) **"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.
- (n) **"Employee"** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company **and its material subsidiaries as defined under SEBI (LODR), Regulation, 2015.**
- (o) **"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.

Note: if spouse is financially independent and doesn't consult an insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an "immediate relative", unless rebutted so.

- (p) **"Insider"** means any person who, is
 - i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information
- (q) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.
- (r) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities **and "trade" shall be construed accordingly.** Gifts, Off-market transactions, creation of pledge are also construed as a trade.
- (s) **"Trading day"** means a day on which the recognised stock exchanges are open for trading.



- (t) **“Trading Window”** means trading period for trading in the Company's Securities.
- (u) **“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 include but is not restricted to, information relating to:
- (i) Financial results of the Company;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
 - (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 - (xvii) Such other information, as the Managing Director / Whole Time Director / Compliance Officer/ Chief Financial Officer may prescribe from time to time.



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

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

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

Note: Words and expressions used and not defined in these Rules but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

4. COMPLIANCE OFFICER

DTL has appointed the Company Secretary, as the Compliance Officer for the purposes of the Regulations, who shall work subject to guidance of the Chairman and the Board of Directors.

5. COMMUNICATION OR PROCUREMENT OF UPSI

- 5.1 No insider shall communicate, provide, or allow access to any UPSI relating to DTL or securities listed or proposed to be listed by DTL, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.2 No person shall procure from or cause the communication by any insider of UPSI, relating to DTL or securities listed or proposed to be listed by DTL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.3 Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of DTL is of informed opinion that the proposed transaction is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of DTL is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the DTL Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- 5.4 For purposes of point (5.3) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of the above point (5.3), and shall not otherwise trade in



securities of DTL when in possession of UPSI.

- 5.5 The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons 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 database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

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

- 5.6 The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6. Prohibition on Insider Trading of DTL Securities

The insider shall not, directly or indirectly, –

i. trade in DTL Securities at any time when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of DTL Securities;

ii. Trade in securities of the Company except when the Trading Window is open and the insiders are not in possession of UPSI.

Provided the restriction in 5 (i) above shall not apply to:

- a. transaction that is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision. **Provided such off market trades shall be reported by the insider to the Company within two working days;** and
- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of rule 4 above and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under rule 4.3 of regulation 4 mentioned above

- c. The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.



d. in the case of non-individual insiders: –(1) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and (2) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

e. Trades pursuant to a Trading Plan set up in accordance with the Code

7. CHINESE WALL

To prevent the misuse of confidential information, DTL has laid down Chinese Walls procedures which separate those areas of DTL that routinely have access to confidential information, considered "inside areas" from those which deal with sales/marketing/investment advice or other departments providing support services, considered "public areas".

- (i) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (ii) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- (iii) All the unpublished price sensitive information is to be handled on "need to know basis", i.e., Unpublished Price Sensitive Information should be disclosed only to those within DTL 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. All the non-public information directly received by any employee should immediately be reported to the head of the department. 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.

8. Trading Window

- 8.1 The Compliance Officer shall notify a 'trading window' during which the insider may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.
- 8.2 Insider shall not trade in the Company's securities when the trading window is closed.
- 8.3 Trading Window shall be applicable to insider and any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants assisting or advising the company.
- 8.4 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.
- 8.5 Unless otherwise specified by the Compliance Officer, the Trading Window for trading in Securities of the Company shall be closed, inter alia, for the following purposes –
 - (a) declaration of financial results (quarterly, half yearly and annual) ;
 - (b) declaration of dividends (interim and final) ;
 - (c) Change in capital structure;
 - (d) Delisting;
 - (e) changes in Key Managerial Personnel;
 - (f) any major expansion plans or execution of new projects;
 - (g) amalgamation, mergers, takeovers and buy-back;
 - (h) disposal of whole or substantially whole of the undertaking or any investment made by the



Company when such investment exceeds 5 (five) percent of the net worth of the Company;

- (i) any significant changes in policies, plans or operations of the Company;
- (j) any other event as may be deemed fit by the Compliance Officer.

8.6 The Trading Restriction period can also be made applicable from the end of every quarter till 48 hours after the declaration of financials results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

In respect of the other Unpublished Price Sensitive Information and any other purposes, the Trading Window shall be closed during the period as may be notified by the Compliance Officer from time to time;

8.7 The Trading Window shall be closed when the compliance officer determines that Designated Persons/insider can reasonably expected to have possession of unpublished PSI.

8.8 The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished PSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

8.9 Creation of pledge is allowed when trading window is closed. However, the pledger or pledgee may demonstrate that the creation of pledge was *bona fide* and prove their innocence under proviso to sub-regulation (1) of regulation 4 of the Regulations.

9. Pre-clearance of Trades

9.1 **All Designated Persons who intend to trade in the securities of DTL (either in their own name or in any immediate relative's name) i.e. buy or sell securities and if the value of the securities likely to be traded, whether 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 in market value), should pre-clear the transactions by making an application in the format set out in Annexure 1 to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade, the details as to the depository with which(s) he has a security account, the details as to the securities in such depository mode and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information.**

9.2 The concerned Designated Person shall make an application in the prescribed form (**Annexure 1**) to the Compliance Officer. Such application should be accompanied by an undertaking in the prescribed form (**Annexure 2**) which shall be executed by such Designated Person in favour of the Company, **forming part of the Application Form as mentioned hereinabove, shall incorporate, inter alia, the following clauses.**

- That the Designated Person(s) and their immediate relative(s) does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- That in case the Designated Person(s) and their immediate relative(s) 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 fact and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- That he / she has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company/SEBI from time to time. That he / she has made a full and true disclosure in the matter.

- **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 the trading window is not closed.**

9.3 The Compliance Officer shall not approve any proposed Trade by Designated Person (either



in their own name or in any immediate relative's name) if the Compliance Officer determines that such Designated Person or their immediate relative(s) is in possession of UPSI even though the trading window is open.

- 9.4 The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he/she is of the opinion that grant of such an approval would result in breach of the provisions of this Code or the Regulations.
- 9.5 Such approval / rejection (Annexure 3) would be conveyed through to the concerned Designated Person and their immediate relative(s) and if no such approval / rejection is received within 2 (two) working days, the applicant can presume that the approval is deemed to be given.
- 9.6 Every such approval shall be valid for a period of 7 days from the date of approval. If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person and their immediate relative(s) must secure pre-clearance of the transaction again.
- 9.7 All the Designated Persons and their immediate relatives shall ensure execution of every pre-cleared trade within seven Trading Days from the date of the approval. The Designated Persons within 2 (two) working days of the execution of the trade, shall intimate the details of such trade, to the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (Annexure 4) with the Compliance Officer.

10. Trading Plan

10.1 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.

10.2 Such trading plan shall:

- a. not entail commencement of trading on behalf of the Designated Persons 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.



- 10.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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

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

If the insider has set a price limit for a trade, the insider shall execute the trade only if the execution price of the security is within such limit. If the 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
- 10.5 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.

11. Holding Period

- 11.1 The Insider, who buy or sell any number of shares of the Company, shall not enter into an opposite transaction i.e., sell or buy any number of shares during the next six months following the prior



transactions. The Insider shall also not take position in derivative transactions in the shares of the Company at any time.

11.2 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.

12. Disclosure Requirements

I. Initial Disclosures

A 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 / her and immediate relatives' 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 Form - B set out in **Annexure 5 (as prescribed or amended by SEBI, from time to time)**.

II. Continual Disclosures

A Every Promoter, Member of the promoter group, Designated person and Director of DTL shall disclose to the Company in the format set out in **Annexure C (as prescribed or amended by SEBI, from time to time)**, the number of such securities acquired or disposed of within 2 (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 Rs.10,00,000/- (Rupees Ten Lakh Only in market value) or such other value as may be specified. **Annexure 6.**

B The disclosure shall be made within two working days of:

- i. The receipt of intimation of allotment of shares, or
- ii. The acquisition or sale of shares or voting rights, as the case may be.

C The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

III. Disclosure to the Stock Exchanges

The Compliance officer shall notify the stock exchanges, particulars of the trades, within two trading days of the receipt of the continual disclosure or from becoming aware of such information.

IV. Disclosure by other connected persons

The Compliance Officer may, require any other connected person to disclose the holdings and trading in securities of the Company as per Form - D set out in **Annexure 7** at such frequency as he may determine.

13. Penalty for Contravention of the Code

13.1 A Designated Person who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, shall be subject to disciplinary action including wage freeze, **recovery clawback** or suspension or termination of employment.

13.2 Action taken by the Company for violation of the Regulations and the Code against any Designated Persons will not preclude SEBI from taking any action for violation of the Regulations or any other



applicable laws/rules/regulations.

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

- 14.1 In case there has been a violation of the Regulations by any Designated Persons, he/she shall forthwith inform the Compliance Officer / Chief Executive Officer & Managing Director about the violation. In case the same is observed by the Compliance Officer, he/she shall forthwith inform the Chief Executive Officer & Managing Director.
- 14.2 The penal action will be initiated against such person.
- 14.3 The Compliance Officer shall simultaneously inform SEBI about such violation.
- 14.4 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 co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

15. Protection to Whistle-blower

Any employee who files with SEBI a Voluntary Information Disclosure Form with regard to an Insider Trading transaction will not be at a risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. The Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle blowers' right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- The communication/ disclosure is made in good faith
- He /She reasonably believes that information and any allegations contained in it, are substantially true; and
- He/She is not acting for personal gain

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

16. Others

- 16.1 The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and (c) a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'.
- 16.2 The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly/ annual basis, all the details of Trading in securities by the Designated Persons including any violations of the Rules.



- 16.3 The Board or any other Committees of the Board as may be authorised shall have the power, subject to applicable laws, to amend any of the provisions of this policy, substitute any of the provisions with a new provision with a new policy.
- 16.4 The Company shall require all Designated Persons to formulate and adhere to a code of conduct to achieve compliance with these Rules.
- 16.5 In the event of any conflict between the provisions of this Code and the provisions of the Insider Trading Regulations, Takeover regulations or any other statutory or regulatory enactment or rules, the provisions of such statutory or regulatory enactment shall prevail over the Code. Any subsequent amendment / modification in the Insider Trading Regulations, Takeover Regulations or other statutory or regulatory enactments shall automatically apply to this Code. The Board may, as and when it deems appropriate, review this Code.



ANNEXURE 1
APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Dynamatic Technologies Limited
Dynamatic Park, Peenya
Bangalore 560058

From:
EIN:
Designation:

With reference to the Code of Conduct of DTL for Prevention of Insider Trading, I hereby give notice that I propose to carry out the following transaction in DTL securities for Myself / As Joint Holder / My immediate relative as per the details below:

Sl. No.	Particulars	Details
1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	Nature of transaction (Buy/Sell/Subscribe)	
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold	
8	Current market price (as on date of	
9	Whether the proposed transaction will be through stock exchange or off- market	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	
11	Previous approval no. and date of purchase / allotment*	

I hereby declare that:

- (a) I do not have any access nor have I received or possess "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- (b) That in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of DTL till the time such information becomes public.
- (c) That I have not contravened the code of conduct for prevention of insider trading as notified by DTL from time to time.
- (d) That I have made a full and true disclosure in the matter. I

enclose herewith the Undertaking signed by me. Signature:

Name:
Date:



ANNEXURE 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-TRADING

To,
The Compliance Officer, Dynamatic Technologies Limited

I, _____, _____, of the Company,
residing at _____, desirous of trading in
_____ shares of the Company as mentioned in my application dated ____ for pre
- clearance of the transaction, hereby declare as follows:

- (a) I am not in possession of or otherwise privy to any unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code)] up to the time of signing this Undertaking.
- (b) In case I have access to or I receive any Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from Trading in the Securities of the Company till the time such Price Sensitive Information becomes public.
- (c) I have not contravened the Code as notified by the Company from time to time.
- (d) I have made full and true disclosure in the matter.

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

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

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

Signature: _____

Name: _____

Date: _____



ANNEXURE 3

PRE-TRADING APPROVAL

Date:

To,

Mr. / Mrs.: Designation:

TRADING APPROVAL/DISAPPROVAL - Your application dated

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for seven trading days). If you do not execute the approved transaction /trade on or before this date, you would have to seek fresh pre- trading approval before executing any transaction/trade in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 4 (four) working days from the date of transaction/trade. In case the transaction is not undertaken a “Nil” report shall be made available.

Compliance Officer



ANNEXURE 4

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction/Trading in Securities of the Company)

To,
The Compliance Officer Dynamatic Technologies Limited

I hereby inform you that I have not bought/sold/subscribed any Securities of the Company / have bought/sold/subscribed to the _____ Securities as mentioned below on _____(date)

Name of the holder	No. of Securities traded	Bought / Sold / Subscribed	DP ID/CLIENT ID or Folio no. for physical where the Securities will be debited or credited	Price (Rs.)

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

Signature: _____

Name:

Date:

**ANNEXURE 5****Form - B**

Pursuant to Regulation 7 (1)(b) read with Regulation 6 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

To,
The Compliance Officer,
Dynamatic Technologies Limited (ISIN: INE221B01012)

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

Name, PAN No., CIN / DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others etc.)	Date of appointment of Director / KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Share holding	Open Interest of the Future contracts held at the time of becoming Promoter / appointment of		Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible	NO.		Number of units (contracts * lot size)	National value in Rupee terms	Number of units (contracts * lot size)	National value in Rupee terms

Signature: _____ Name:

Designation:

Date:

Place:

Notes:

1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.

2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.

ANNEXURE 6

Form - C

Pursuant to Regulation 7 (2) read with Regulation 6 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

To,
The Compliance Officer,
Dynamatic Technologies Limited (ISIN: INE221B01012)

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

Name, PAN No., CIN/DIN, & address Of Promoter /Employee / Director with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of shareholding		Date of allotment advice / acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase / public rights / preferential offer / off market / Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	



Signature: _____

Name:

Designation:

Date:

Place:

Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.**
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.**

ANNEXURE 7

Form - D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation
7(3) – Transactions by other connected persons as identified by the company

Name, PAN No., CIN / DIN, & address of Promoter/ Employee / Direct or with contact nos.	Con ne ction with comp a ny)	Securities held prior to acquisition / disposal		Securiti es Acquire d / Dispos ed		% of shareholdi ng		Date of allotmen t advice/ acquisiti o n of shares/ sale of shares specify		Date of intim a tio n to compa ny	Mode of acqui si tion (mark e t purch a se/pu blic rights / prefer e ntial offer / off marke t / Inter-se transf e r etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exc h ang e on whi ch the trad e was execu ted
												Buy		Sell		
		Type of secur ity (For eg. – Shar es , Warr a nts, Con ve rtibl e Debe n tures etc.)	No	Type of secu ri ty (For eg. – Shar es, Warr a nts, Con v ertibl e Deb e nture s etc.)	No	Pre trans a ction	Post trans a ction	From	To			V al ue	Nu m ber of unit s (con t ract s * lot size)	V al ue	Nu m ber of unit s (con t ract s * lot size)	

Signature: _____

Name:

Designation:

Date:

Place:

Notes:

1) Separate disclosures should be made in respect of the immediate relatives. Immediate relatives may include the spouse of a person, a parent, sibling and child of such person or their spouse, any of whom is either dependent financially on such a person, or consults such a person in taking decisions relating to trading in securities.

2) This declaration will include separate details of shares held in the first name, joint names or as a guardian