

**M/S. SWYOM ADVISORS LIMITED
OF
CODE OF CONDUCT AND
PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

INTRODUCTION

The Board of Directors of Swyom Advisors Limited are required, inter alia, to formulate a Code of Conduct to regulate, monitor and report trading by all Insiders (as defined below) including the Designated Persons and Relatives of Designated Persons as defined in this Code (“Code”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) (“hereinafter referred to as PIT Regulations”) and a code of practices and procedures for fair disclosure of unpublished price sensitive information (the “Code”) that it would follow in order to adhere to each of the principles set out in Schedule A to PIT Regulations, 2015.

1. APPLICABILITY

The Code is applicable to all Insiders of the Company including Designated Persons and their Relatives.

2. DEFINITION

In this Code, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meaning assigned to them, as under:

2.1 Compliance Officer: means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirement for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulation, 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compliance of policies, procedure, maintenance of records, monitoring, adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors;

[Explanation- “financially literate” shall means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss accounts, and statement of cash flows];

2.2 Code: Code means this Code of Conduct to regulate, monitor and report Trading by Insiders and shall include modifications made thereto from time to time.

2.3 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) Connected Person shall be deemed to include the following, unless the contrary is established:
 - a. a relative of connected person; or
 - b. a holding Company or associate Company or subsidiary Company; or

- c. an intermediary 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 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 person wherein a director of a Company or his relative or banker of the Company, has more than ten per cent. of the holding or interest; or
- k. a firm or its partner or its employee in which a connected person is also a partner; or
- l. a person sharing household or residence with a connected person; or
- m. Auditors i.e. Internal, Statutory and Secretarial auditor of the Company, their Audit Team including designated partner(s);
- n. Consultant(s) and their Authorized Representatives.
- o. Any other Person as the Compliance Officer in consultation with the Managing Director specify in this behalf.

2.4 Designated Person: The term “designated person” shall consist of Connected Persons who are:

- (i) Promoters and members of the Promoter Group of the Company.
- (ii) Directors and Key Managerial Personnel of the Company and its material subsidiaries.
- (iii) Employees in the Finance and Accounts, HR Department, Production and Procurement Department, R&D Department, IT Department, Secretarial, Marketing and any other departments of the Company and its material subsidiaries, if any, on the basis of their functional role or that have access to UPSI, designated from time to time.
- (iv) Executive Secretaries of Directors, Key Managerial Personnel and Executive Officers of the Company.
- (v) Any other person designated by the Company on the basis of their functional role and such function would provide access to UPSI.
- (vi) Relatives of employees mentioned above.

2.5 Directors: means the member of the Board.

2.6 Employee: means every employee of the Company including the Directors in the employment of the Company.

2.7 Generally Available Information: means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

2.8 Immediate Relative: means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of who is either dependent financially on such person or consults such

person in taking decisions relating to trading in securities.

- 2.9 Insider:** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 2.10 Key Managerial Personnel:** Key Managerial Personnel means Chief Operating Officer, Chief Executive Officer, Company Secretary, Chief Financial Officer and such other person who may be designated as Key Managerial Person under applicable law from time to time;
- 2.11 Legitimate purpose:** shall include sharing unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations.
- 2.12 Promoter:** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 or any modification thereof;
- 2.13 Promoter Group:** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 or any modification thereof;
- 2.14 Relative:** shall mean and include (i) spouse of the person; (ii) parent of the person and parent of its spouse; (iii) sibling of the person and sibling of its spouse; (iv) child of the person and child of its spouse; (v) spouse of the person listed at sub-clause (iii); and (vi) spouse of the person listed at sub-clause (iv);
- 2.15 Securities:** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1958 or any modification thereof except units of a mutual fund;
- 2.16 Trading:** means and include subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be constructed accordingly;
- 2.17 Trading day:** means a day on which the recognized stock exchange are open for trading;
- 2.18 Unpublished Price Sensitive Information:** means any information, relating to a Company or its securities, directly or indirectly affecting, that is not generally available which is 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) merger, de-mergers, acquisition, delisting, disposals and expansion of business and such other transactions.
 - (v) change in key managerial personnel.

Note: Any other significant information relating to E Factor or its securities that is not generally

available and is likely to materially affect the price upon coming into the public domain.

- 2.19 Leak of UPSI:** shall refer to such act/circumstance(s) by virtue of which UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

3. RESTRICTION ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 3.1 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- 3.3 The board of directors shall ensure that a structured digital database is maintained containing (i) the nature of unpublished price sensitive information; (ii) the names of such persons who have shared the information; and (iii) 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 be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

4. RESTRICTION ON TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

An Insider shall not, directly or indirectly:

- (i) Trade in Securities of the Company that are listed or proposed to be listed when in possession of UPSI;
- (ii) Trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
- (iii) provide advise/tips to any third party on trading in Company’s securities while in possession

of UPSI.

An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company's Securities while in possession of UPSI.

5. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

A. TRADING PLAN

- 6.1.** 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.

The intimation on formulation of the trading plan may be given to the Compliance Officer in the format specified in **Annexure A** hereto.

- 6.2.** The Compliance Officer shall review the trading plan and shall be entitled to seek such express undertakings as may be necessary 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.

- 6.3.** The Trading Plan once approved shall be irrevocable and the Designated Person 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. However, the

Implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI, and the said information has not become generally available information at the time of the commencement of implementation.

B. TRADING WINDOW

- 6.4.** All Designated Persons shall execute Trades in the Securities of the Company only in a valid trading period called Trading Window prescribed hereunder after securing pre-clearance from the Compliance Officer in accordance with these Rules.

- 6.5.** Designated Persons shall not execute any Trade or deal in any transaction involving the purchase or sale of the Company's Securities in their own name or in the name of their Relatives during the period when the Trading Window is closed or any other period as may be specified by the Company from time to time.

- 6.6.** The Trading Window for Trading in Securities of the Company shall be closed for the following purposes:

- (i) Declaration of financial results of the Company;
- (ii) Intended declaration of dividends;
- (iii) Issue of Securities by way of public, bonus, rights issue etc. or buy-back of

- Securities and any change in capital structure;
- (iv) Change in Key Managerial Personnel;
- (v) Mergers, demergers, amalgamations, acquisitions, delisting, disposals, expansion of business and such other transactions; and
- (vi) Material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6.7. In addition to the items specified above, the Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.

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

6.9. The trading window restriction shall not apply for below cases:

- (i) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the policy and both parties had made a conscious and informed trade decision.
- (ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision.
- (iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (v) trades executed as per the trading plan set up in accordance with the policy.
- (vi) Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer.
- (vii) Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy- back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

C. PRE-CLEARANCE OF TRADES

6.10. During a valid Trading Window, Trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed Trade is above the threshold limit specified below.

6.11. Procedure for Pre-Clearance of Trades

- i) An application for pre-clearance of Trade shall be made to the Compliance Officer in the format attached as **Annexure B** hereto and the Compliance Officer is obliged to respond within 2 (two) trading days from the receipt of request for approval.
- ii) In case of the Compliance Officer intending to deal in the Securities of the Company beyond the threshold limit specified below, the preclearance of the Managing Director or in his absence, the Chairman of the Board, will have to be obtained.
- iii) An undertaking in the format set out in **Annexure C** of this Code, shall be executed in favour of the Company by such persons applying for pre-clearance.

6.12. Threshold Limit for Pre-clearance

The pre-clearance shall not be necessary, if the value of the Securities Traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value not in excess of Rs. 30,00,000/- (Rupees Thirty Lakhs only).

6.13. Validity of Pre-Clearance Period

Designated Persons shall complete execution of their pre-cleared Trades in respect of Securities of the Company no later than 7 Trading Days after the approval of pre-clearance is given failing which fresh pre-clearance would be required for the Trades to be executed.

6.14. Reporting

Designated Persons executing pre-cleared Trades shall file within 2 trading days of the execution of the Trade, the details of such Trade, with the Compliance Officer in the format set out in **Annexure D** of this Code. In the event such Trade is not execute a report to that effect shall be filed with the Compliance Officer also in the format set out in **Annexure D** of this Code.

6.15. Contra Trading: Holding Period of Securities

- (i) All Designated Persons who are permitted to Trade shall not enter into a contra Trade during the next 6 months following the prior Trade.
- (ii) In case the contra trade is necessitated by emergency, the Compliance Officer may waive the holding period after recording in writing reasons in this regard provided such waiver does not amount to violation of the SEBI Regulations or this Code. Similarly, in the case of emergency of Trade by a Compliance Officer, the Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board, provided that such waiver does not violate this Code or the SEBI Regulations.
- (iii) In case a contra Trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that (i), (ii) and (iii) above shall not be applicable for Trades pursuant to exercise of stock options.

6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

6.1 Access to Unpublished Price Sensitive information shall be on a “need-to know” basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, in the course of performance of duties or in discharge of legal obligations.

6.2 Chinese Wall Policy

To prevent the misuse of UPSI, the Company has adopted a ‘Chinese Wall’ policy which separates those departments which routinely have access to UPSI, considered “inside areas” from those departments which deal with sale/ marketing or other departments providing support services, considered “public areas”.

As per the said policy:

- (i) Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
- (ii) The Employees in inside area may be physically separated from the Employees in public area.
- (iii) The Employees within the inside area of the Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently.
- (iv) Only in exceptional circumstances, Employees from the public areas may be permitted to ‘cross the wall’ are brought ‘over the wall’ and provided UPSI on “need to know” basis under intimation to the Compliance Officer.

8 DISCLOSURES

8.1 General Provisions

- (i) All public disclosures required to be made pursuant to the SEBI PIT Regulations and this Code shall be made in the formats specified in the SEBI Regulations and this Code.
- (ii) The disclosures to be made by any person under this Code shall include those relating to Trading by such person’s and their Relatives, and by any other person for whom such person takes Trading decisions.

8.2 Disclosures by certain persons:

(i) Initial Disclosures:

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his/her and 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.

(ii) Continual Disclosure:

Every promoter, member of the promoter group, designated person and director of every Company shall disclose to the company the number of such securities acquired or disposed of *within two*

trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value *in excess of ten lakh rupees* or such other value as may be prescribed, in the format specified in **Annexure E** hereto. The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within *two trading days of receipt* of the disclosure or from becoming aware of such information.

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold.

(iii) Disclosures by other connected persons.

The Compliance officer or the Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company, at such frequency as may be determined by the company in order to monitor compliance with these regulations.

(iv) Annual Disclosure

The Designated Person shall disclose to the Company in **Annexure F** within 30 (thirty) days from the end of the financial year and on continual disclosure basis, as and when the information changes, within 7 (seven) days of such change:

- (i) name of Relatives.
- (ii) persons with whom such Designated Person(s) share a material financial relationship*.
- (iii) Permanent Account Number or any other identifier of (i) & (ii) authorized by law.
- (iv) mobile numbers of (i) and (ii);
- (v) the names of educational institutions from which Designated Persons have graduated and names of their past employers.

**Explanation – 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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.*

9 COMPLIANCE WITH CODE OF CONDUCT

9.1 The Compliance Officer shall report a compliance status on this Code on half yearly basis to the Audit Committee.

9.2 The Company is empowered to take appropriate action against any person who violates this Code. Such action may include wage freeze, suspension, ineligibility for future participation in employee stock option plan, recovery etc.

9.3 When a person who has traded in securities has been in possession of UPSI, his trades would be

presumed to have been motivated by the knowledge and awareness of such information in his possession. The onus is on the Insiders to prove that they are innocent.

10 Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Company shall ensure:

- (i) Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (ii) Uniform and Universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- (iii) Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- (iv) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (v) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (vi) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- (vii) Developing best practices to make transcripts or records of proceeding of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosure made.
- (viii) Handling of all unpublished price sensitive information on need-to-know basis.

11 POLICY FOR INQUIRY IN CASE OF LEAK OF UPSI

The Board of Directors of the Company have adopted the Policy on Whistle Blower so that the employees of the company have a secure mechanism to report any concerns which inter-alia includes actual, suspected or planned leakage of any UPSI involving a Designated/ connected persons/ intermediaries of the Company.

Any employee of the Company has a right to report any such concerns through this policy, knowing fully well that such an act of whistle blowing on his/ her part would not lead to any discrimination against him/ her.

Inquiry into an instance of leak or suspected instance of Leak of UPSI shall be initiated, in accordance with the Investigation process provided under the Whistleblower Policy of the Company, by the Compliance Officer. The details of the leaks, inquiries and the results of the enquiries shall be informed to the Board promptly as required under the law.

12 AMENDMENTS AND MODIFICATIONS

Managing Director is authorized to make minor modifications to this Code which may be required to bring the Code in line with any regulatory/ statutory changes and which to remove ambiguities,

enhance clarity on the provisions of the Code etc. Any major modification to the Code will require authorization of the Audit Committee and the Board. Statutory amendments in PIT Regulations shall be implemented by the Compliance Officer with immediate effect.

13 PENALTY FOR CONTRAVENTION

13.1 Any Designated Person or Insider who trades in Securities or communicates, provides or allows access to any information for Trading in Securities in contravention of the Code, shall be penalized and appropriate action taken shall be taken against him/her by the Company basis his/her seniority, number and nature of contraventions.

The penalty imposed/action by the Company may include but shall not be restricted to:

- (i) Reprimanding of defaulting Designated Person/Insider;
- (ii) Ban from engaging in any trade of the securities of the Company (including exercise of stock options);
- (iii) Suspension from employment;
- (iv) Ban from participating in all future employee stock option schemes including lapse of all existing options;
- (v) No increment and/or bonus payment; and/or
- (vi) Termination from employment;
- (vii) Disgorgement of the gain accrued through the transactions in violation of the Code.

13.2 In addition to the action which may be taken by the Company, the persons violating the Regulations and/or this Code shall also be subject to actions, under Section 15G of the Securities and Exchange Board of India Act, 1992 pursuant to which they may be liable to penalty which shall not be less than Rs. 10 lakhs and which may extend to Rs. 25 crores or 3 times the amount of the profits made out of insider trading, whichever is higher; under Section 24 of the SEBI Act, 1992 pursuant to which they may be liable to imprisonment for a term which may extend to 10 years and/or fine which may extend to Rs. 25 Crores; and other applicable laws.

ANNEXURE A
Application for Annual Trading Plan

Date: _____

To,
The Compliance Officer,
Swyom Advisors Limited
Unit No 1112, 11th Floor, B Wing,
Kanakia Wall Street, Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India, 400093

Name of Applicant	
Designation	
PAN	
No. of securities held in the Company as on date	
Approval sought for (Self/ Relative)	
Folio No. / DP ID / Client ID No.	
Nature of Transaction (Sale/Purchase/Pledge)	
Proposed date of trading in securities	
No. of Securities Traded	
Value of Transaction	

- (i) I will not commence trading earlier than six months from the public disclosure of the plan.
- (ii) I do not have overlapping trading plan for the same period.
- (iii) In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- (iv) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- (v) I have made full and true disclosure in the matter.
- (vi) I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for monitoring of this plan.
- (vii) I shall not use this trading plan as a tool for market abuse.

Name of the Designated Person
Designation

ANNEXURE B
FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE
(Under the Code of Conduct for Prohibition of Insider Trading and Code of Fair Disclosure and Conduct (the “Code”))

Date: _____

To,
The Compliance Officer,
Swyom Advisors Limited
Unit No 1112, 11th Floor, B Wing,
Kanakia Wall Street, Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India, 400093

Dear Sir,

Pursuant to the Company’s Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015, I/We seek approval to purchase/sell/subscribe Equity Shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
2A	Relationship with the Applicant (Self/Relative)	
3.	Number of securities held as on date	
4.	Folio No. / DPID/ Client ID No.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6.	Date by which trade is proposed to be executed	
7.	Estimated number of securities proposed to be purchased/ subscribed/ sold/ pledge	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	

I enclose herewith the Undertaking signed by me.

Yours faithfully,

Name of the Designated Person
Designation

ANNEXURE C
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRE-CLEARANCE

Date: _____

To,
The Compliance Officer,
Swyom Advisors Limited
Unit No 1112, 11th Floor, B Wing,
Kanakia Wall Street, Andheri Kurla
Road, Chakala Midc, Mumbai,
Maharashtra, India, 400093

Dear Sir/Madam,

I, _____, (Designation) _____ residing at _____, am desirous of dealing in shares of the Company as mentioned in my application dated for pre-clearance of the transaction.

I further declare that 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.

In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the Securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Company's Code of Conduct on Prevention of Insider Trading and/or other applicable laws/regulations.

I undertake to submit the necessary report within 2 (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 (seven) days of the receipt of approval failing which I shall seek fresh pre-clearance.

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

Name of the Designated Person
Designation

ANNEXURE D

**FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT
EXECUTED AFTER OBTAINING PRE-CLEARANCE**

Date _____

To,
The Compliance Officer,
Swyom Advisors Limited
Unit No 1112, 11th Floor, B Wing,
Kanakia Wall Street, Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India,

I/we hereby inform you that I /we/ my Relatives

☐ have not bought / pledged/sold /gift/ subscribed to Securities

☐ bought / pledged/ sold / gift/ subscribed to Securities, details of the transactions are given in Form-C attached with this letter

I/we declare that the above information is correct and that no provisions of the Company's Code of Conduct on Prevention of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI the Proof of payment to/from brokers.

I/we agree not to *buy/ pledge/ sell/gift the Securities for a period of 6 months from the date of the aforesaid transaction (applicable in case of purchase / sale/ pledge/ gift transaction by Designated Persons only).

Yours truly,

Name of the Designated Person
Designation

* Strike out whichever is not applicable

[illegible]



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

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name of the Designated Person
Designation

Date:

Place:

ANNEXURE F
FORMAT OF DISCLOSURES BY DESIGNATED PERSONS
Clause 14 of Schedule B of SEBI (PIT) Regulations, 2015

To,
The Compliance Officer,
Swyom Advisors Limited
Unit No 1112, 11th Floor, B Wing,
Kanakia Wall Street, Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India, 400093

The Designated Person shall furnish the following information on time basis:

Details relating to the Designated Person		
a)	Name of the Designated Person	
b)	Designation	
c)	Permanent address	
d)	Current address (if different from Permanent Address)	
e)	Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available	
f)	Mobile No.	
g)	Name & address of the educational institutions of Graduation	
h)	Name and address of Past Employers	

The Designated Person shall furnish the details relating to Relatives* on an annual basis and as and when the information changes:

Sr. No.	Name of the Person	Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.
1.				
2.				
3.				

* Relative means a spouse of the person; (ii) parent of the person and parent of its spouse; (iii) sibling of the person and sibling of its spouse; (iv) child of the person and child of its spouse; (v) spouse of the person listed at sub-clause (iii); and (vi) spouse of the person listed at sub-clause (iv);

Details relating to Person with whom the designated person shares a Material Financial Relationship:**

Sr. No.	Name of the Person with whom the designated person shares a Material Financial Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile
1.			
2.			
3.			

I, _____, hereby consent to provide the aforesaid information under the Data Privacy Laws or any other laws, to the Company and also consent to such information being put on the Digital Database of the Company.

I, _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of the knowledge. The information is provided in compliance with Clause 8 of the Code and as per the Schedule B of the PIT Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

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

Name of the Designated Person
Designation

Date:

Place:

