

CODE OF CONDUCT FOR TRADING BY INSIDERS

(Pursuant to Securities Exchange Board of India, (Prohibition of Insider Trading) Regulations, 2015)

Objective of the Code

This Code of Conduct ("Code") is intended to prevent misuse of Unpublished Price Sensitive Information ("UPSI") by Insiders by indulging in any form of Insider Trading. The existing Code of Conduct approved by the Board of Directors and currently in vogue will be replaced by this Code, effective from May 8, 2023.

Background

The Board of Directors of the Company have formulated and adopted this Code in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulation"), as amended from time to time.

Definitions

- a) **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) **"Board"** means the Securities and Exchange Board of India.
- c) **"Code"** means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
- d) **"Calendar Quarter"** means a period of 3 consecutive calendar months, ending with the last day of March, June, September or December.
- e) **"Company"** means Alldigi Tech Limited.
- f) **"Compliance Officer"** means the Company Secretary of the Company or any senior officer, designated so and reporting to the board of directors or head of the organization in case Board of Director 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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.
- g) **"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

h) **“Connected Person,”** includes –
“Connected Person,” includes –

- a) 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 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. A Relative of Connected Persons specified in clause (i) of the Code;
 - b. A holding Company or associate company or subsidiary company;
 - c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
 - d. An investment Company, trustee Company, asset management company or an employee or director thereof;
 - e. An official of a stock exchange or of clearing house or corporation;
 - 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;
 - 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;
 - h. An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
 - i. A banker of the Company;
 - j. A concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of the Company or his Relative or banker of the Company, has more than ten percent of the holding or interest or
 - 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);”

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. 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.

i) Designated Person

The term “designated person” means and includes Employees of the Company, who are:

- i. All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries ;
- ii. Directors and Key managerial Personnel of the Company;
- iii. Senior Management of the Company and its Subsidiaries;
- iv. 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;
- v. 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;
- vi. Chief Executive Officer and employees upto two levels below Chief Executive Officer 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;
- vii. All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department,
- viii. Executive Secretaries of Directors and Executive Officers of the Company;
- ix. Any other Persons designated by the Company on the basis of their functional role;
- x. Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information
- xi. Immediate Relatives of I to VIII above;

j) “Director” shall have the meaning assigned to it under the Companies Act, 2013.

k) “Employee(s)” mean employee(s) of the Company, whether working in India or abroad.

l) “Generally available information” means information that is accessible to the public on a non-discriminatory basis.

m) “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.

n) “Informant” means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

o) “Insider” means any person who is: (i) a Connected Person or (ii) in possession of or having access to UPSI.

p) “Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013 viz.,

(i) the Chief Executive Officer or the Managing Director or the Manager;

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- (ii) the Company Secretary;the Whole-Time Director;
- (iii) the Chief Financial Officer;
- (iv)such other officer as may be prescribed

q) “legitimate purpose” shall include sharing of UPSI 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 these regulations;

And provided further that 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 UPSI in compliance with these regulations.

r) “officer of the Company” includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

s) “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.

t) “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;]

u) “Relative” shall mean the following:

- (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)

NOTE:

It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.

v) “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.

w) “Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

x) “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

y) “Trading Day” means a day on which the recognized stock exchanges are open for trading.

z) "Trading Window Period" shall mean the period in which Trading in the Securities can be made by the Insider and Designated Person.

aa) "Trading Window Closure Period" shall mean the period of Financial Year except Trading Window Period.

bb) "Unpublished price sensitive information" means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and

cc) "Working Day" shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the Company are listed.

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 there under shall have the meanings respectively assigned to them in those legislations.

2. TRADING BY INSIDERS

2.1 Communication of UPSI:

2.1.1 No Insider shall communicate, provide or allow access to UPSI, relating to the Company or its Securities 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.

The term "legitimate purpose" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an insider for the purposes of the Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

2.1.2 No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performance

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of duties or discharge of legal obligations.

2.1.3. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2015 ("SEBI Takeover Regulations") where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the SEBI Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

2.1.4 The Insiders who are in possession of UPSI are required to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

3. COMPLIANCE OFFICER

3.1 The Company Secretary is the Compliance Officer who shall report to the Board and shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the Board.

3.2 The Compliance Officer shall prior to approving any trade, be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He / she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

3.3 Duties of the Compliance Officer:

- a. Prescribing procedures for various activities referred to in the Code.
- b. Compliance with the policies and procedures referred hereinabove.
- c. Specifying Designated Persons to be covered by the Code on the basis of their roles

and functions in the organisation.

- d. 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.
- e. Implementing this Code under the general supervision of the Audit Committee and overall supervision of the Board of the Company.

4. STRUCTURED DIGITAL DATABASE

The Board shall ensure and authorise the Compliance Officer to maintain a structured digital database containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available. This database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

5. CHINESE WALL

- 5.1. To prevent misuse of UPSI, the Company has adopted a Chinese Wall policy which separates those departments having routinely access to UPSI (Inside Area) from those departments which deal with sales / marketing or other departments providing services (Outside Area).
- 5.2. Only in exceptional circumstances, employees from the Outside Area are brought to "cross the wall" and given UPSI for the furtherance of legitimate purposes.

6. 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.
- 6.2. Trading shall be commenced only after one hundred and twenty calendar days from the public disclosure of the Trading Plan.
- 6.3. The trading plan shall state the following:
 - Value of trade / number of securities;
 - Nature of trade;
 - Specific date or time period not exceeding five consecutive trading days.
- 6.4. The trading plan may also optionally state the price limit (rounded off to the nearest

numeral), 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.

6.5. 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 to the stock exchanges.

6.6. The trading plan shall not overlap any period for which another trading plan is already in execution.

6.7. The trading plan shall not entail trading in securities for market abuse.

6.8. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulation.

6.9. The Compliance Officer shall have the right to seek specific information and/or undertakings to enable assessment of the trading plan and approve the same.

6.10. Disclosure of Trading Plan

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 the day of approval.

6.11. The trading plan once approved shall be irrevocable and the Insider shall mandatorily implement without any deviation, 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.

6.12. The implementation of the trading plan shall not be commenced, if the Insider is in possession of UPSI at the time of formulation of the plan and such UPSI has not become generally available at the time of the commencement of implementation.

6.13. The execution of the trading plan shall also not be commenced, if the price of the security is outside the price limit set.

6.14. In case of non-implementation (full/partial) of trading plan due to either of the

reasons enumerated above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- a) 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.
- b) 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.
- c) 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.
- d) 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.

7. PRE-CLEARANCE OF TRADE

- a. All the persons covered by the Code who propose to acquire/sell Securities of the Company which are more than Rs. 10 Lakhs in value or 50,000 shares or 1% of the total paid up shareholding or voting rights, whichever is lower, should pre-clear the transaction. The request can be sent by email to: corporate.secretarial@alldigitech.com or as may prescribed through IT tool/ application. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:
- b. Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per **Annexure 1** and an undertaking as per **Annexure 2**.
- c. The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- d. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- e. The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer. In case the transaction is not undertaken, a report to

that effect shall be filed in the said form.

- f. If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- g. A Designated Person who Trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- h. Nothing in this rule shall apply to any Trade involving a value less than Rs. 10 Lakhs in value or 50,000 shares or 1% of the total paid up shareholding or voting rights, whichever is lower, (a "de minimis Trade") provided such Designated Person is not in possession of UPSI while executing the de minimis Trade.

Other Restrictions:

- a. All Designated Persons who buy or sell Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy Securities during the six months period post the previous buy/sell.
- b. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the Regulation.
- c. If an opposite transaction (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 as per the applicable SEBI Regulations.

8. TRADING OF SECURITIES OF THE COMPANY

8.1 Trading while in possession of UPSI:

- No Insider shall trade in securities of the Company when in possession of UPSI, provided that the Insider may prove his/her innocence by demonstrating the circumstances including the following:
 - i. The transaction is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of restrictions imposed on communication and trading by Insiders and both parties had made a conscious and informed trade decision.
 - ii. the transaction was carried out through the block deal window mechanism between

persons who were in possession of the unpublished price sensitive information and both parties had made a conscious and informed trade decision.

- iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. In case of non- individual Insiders :
 - The individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - Appropriate and adequate arrangements were in place to ensure that the Regulation is not violated and no UPSI 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.
- vi. The trades were pursuant to a trading plan set up in accordance with the Regulation/Code.

In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

8.2. Closure of Trading Window

- a. The Company shall specify a period, to be called 'Non-Trading Period" and close the window for trading in the Company's Securities. Any other period shall be trading period for the purpose of this Code. **Designated persons and their immediate relatives** shall not trade in Company's securities during the closure of window.
- b. The Compliance Officer shall by way of e- mail or through generally accepted means of communication communicate the period of window closure to the designated persons. It shall be the onus of the designated persons to communicate the non- trading period to their immediate relatives.
- c. The following shall be deemed to be UPSI
 - 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.

d. "Non- Trading Period" may either be pre-determined in advance or may be determined from time to time on the occurrence or likelihood of occurrence of any special event, which may include any of the aforesaid events as specified.

e. The following period is hereby notified as **Pre- determined Non-Trading period**:

The trading window shall generally be closed for all Insiders during the period commencing where the financial results are to be considered and approved, published and disclosed to the general public.

Apart from the pre-determined non-trading period as defined above, if the Company takes up for consideration any of the items pertaining to clause (c) above or any other item that has material impact on the price of the securities of the Company, the same shall be intimated to the Designated Persons and Insiders (as applicable) that such event(s) shall be considered for the ascertainment of non-trading period. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.

f. Non-Trading Period shall not be applicable for trades carried out in accordance with an approved trading plan, provided that unpublished price sensitive information in possession of insider at the time of formulation of the plan has become generally available at the time of implementation.

9. DISCLOSURE OF TRADING BY INSIDERS

9.1. Initial Disclosure:

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 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-3.

9.2. Disclosure by the Company to the Stock Exchange(s):

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.

9.3. Disclosures 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-4 at such frequency as he may determine.

9.4. Half Yearly Disclosure by Designated Persons:

A six monthly statement of any transactions in securities to be submitted by designated persons subject to the provisions of this Code in the form specified in Annexure-5.

10. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Chief Executive Officer or the Managing Directors (CEO / MD) of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading. The internal controls shall include the following:

- a. All employees who have access to UPSI shall be identified as Designated Persons.
- b. All UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Regulations.
- c. Adequate restrictions shall be placed on communication or procurement of UPSI as required by these regulations.
- d. Lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
- e. All other relevant requirements specified under the Regulations shall be complied with.
- f. There shall be periodic process review to evaluate effectiveness of such internal controls.

The Board of Directors shall ensure that the CEO / MD ensures compliance with above Regulations.

The Audit Committee of the Company shall review compliance with the provisions of the Regulations, at least once in a financial year, on the basis of Internal Audit Report presented and shall verify that the systems for internal control are adequate and operating effectively.

Policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI is appended as a part of this Policy.

The Chairman of the Audit Committee of the Company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and promptly inform SEBI.

The Whistle-blower policy of the Company, a copy of which is available on the website of the Company, enables employees to report instances, if any, of the leak of UPSI.

If an inquiry is initiated by the Company in case of reported leakage of UPSI or suspected leak of UPSI, the Intermediaries and Fiduciaries engaged by the Company shall be duty bound to co-operate with the Company in connection with such inquiry conducted by the Company.

11. PENALTY FOR CONTRAVENTION OF THE CODE

11.1 Any Employee who trades in Securities or communicates any information for Trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

11.2 Employees of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include monetary fine, wage freeze, suspension, ineligibility for future participation in ESOP, etc. at the sole discretion of the Company.

11.3 The penalty provisions for violation or non - compliance of the Code shall be as per the relevant provisions enforced by SEBI. The action taken by the Company in terms of the penalty provisions shall not preclude SEBI from taking any action in case of violation of the Regulation.

12. INFORMATION TO SEBI IN CASE OF VIOLATION AND CONSEQUENCES OF DEFAULT UNDER SEBI REGULATIONS

In case it is observed by the Compliance Officer that there has been a violation of this Code by any person, then the violation shall be informed by the Compliance Officer to SEBI promptly.

Under Section 15G of the SEBI Act, 1992, any Insider who indulges in Insider Trading in contravention of regulation 3 of the Regulation, is liable to a penalty not less than Ten Lakh Rupees but which may extend to Rs.25 Crores or three times the amount of profits made out of Insider Trading, whichever is higher.

13. REPORTING

The Compliance Officer will submit a report to the Chairman of Audit Committee, instances of violation of the Code or the Regulation by any person and on the disclosures, Trading Plans and pre- clearances approved and rejected on the basis of information furnished at a

frequency as may be stipulated by the Board.

14. AMENDMENT

The Board of the Company reserves its right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

15. INFORMANT PROTECTION

Retaliation for reporting suspected violations is strictly prohibited under this Policy. Employee who reports any alleged violation of insider trading laws in accordance with the Informant Mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019, will be protected against any discharge, termination, demotion, suspension, threat, harassment, directly or indirectly or discrimination.

16. CONCLUSION

All Designated Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at corporatesecretarial@alldigitech.com or at the following address M/s Alldigi Tech Limited No. 46C ,Velachery Main road, Velachery , Chennai -600042.

Annexure-1

**Prevention of Insider Trading
 Pre clearance of trades
SEBI (Prohibition of Insider Trading) Regulations, 2015**

The Compliance Officer
 Alldigi Tech Ltd. 46C,
 Velachery Main road
 Chennai 600 042

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell _____ equity shares of the Company as per details given below:

Name of the applicant	
PAN	
Designation	
Relationship with Employee / Director (in case of relation)	
No. of Equity Shares held by the person as on date of the application	
DP ID	
CLIENT ID	

Particulars of proposed transaction in Equity Shares of the Company:

No. of Equity Shares held before the Proposed (A)	No. of Equity Shares proposed to be Sold (B)	No. of Equity Shares proposed to be acquired (C)	Balance holding (A) +(C) / (A) -(B)

I confirm that:

- I and my relatives (We) do not have access to any price sensitive information and have complied with the code of conduct for prevention of insider trading as specified by the Company from time to time.
- I/We shall execute the trade of Equity Shares within 7 days of your approval failing which we shall apply again to you for your approval.
- I/ We agree to not enter into an opposite transaction i.e. Sell or Buy (strike off whichever is not applicable) any number of securities during the next six months following this transaction.
- I/ we undertake to submit the necessary report under Form C (format annexed) within two (2) trading days of execution of the transaction, if the transaction value exceeds Rs. 10 lakh.

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- e. I/We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction. Thanking you,

Yours sincerely,

Name:

Place:

Date:

ANNEXURE 2**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRECLEARANCE****UNDERTAKING**

To,
Alldigi Tech Limited,

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ (indicate number of shares/ market value) shares / Rs. _____ worth market value 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 UPSI (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 receive any information that could be construed as "UPSI" 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 Code as notified by the Company from time to time.

I undertake to submit the necessary report within two (2) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

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

Date: _____

Signature: _____

Name: _____

Annexure-3**INITIAL DISCLOSURE ON APPOINTMENT AS A KEY MANAGERIAL PERSONNEL OR A DIRECTOR OF THE COMPANY OR UPON BECOMING A PROMOTER****PART-B - SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Director/ KMP/ Promoter/Member of the promoter group]****Name of the Company:** Alldigi Tech Limited**ISIN of the Company:** INE835G01018**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group of a listed Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP / Directors/ Promoter or member of promoter group /immediate relative to/ others etc)	Date of appointment of KMP/Director / or Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements, etc.)	Number	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

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

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

Name & Signature:

Designation:

Date:

Place:

***revised vide Circular no. SEBI/HO/ISD/ISD/CIR/P/2021/19 dated February 9, 2021 by SEBI**

ANNEXURE-4

FORM-D*

[SEBI (Prohibition of Insider Trading) Regulations, 2015]

Regulation 7(3) - Transactions by Other connected persons as identified by the company]

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

Name, PAN, CIN/DIN, & address with contact nos. of other connecte d persons as identified by the company	Connect ion with compan y	Securities held prior to acquisition/disp osal		Securities acquired/Disposed				Securities held post acquisition/disp osal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimati on to compan y	Mode of acquisitio n/ disposal (on market/ public/ rights/ Preferent ial offer / off market/ Inter- se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants,	No . an d %	Type of securitie s (For eg. – Shares, Warrants Convertib le	No.	Value	Trans ac tion Type (Purc	Type of secur ities (For	No. and % of share holding	From	To			

		Convertible Debentures, Rights entitlement, etc.)	of share hold ing	Debentures, Rights entitlement, etc.)				has/Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)						
1	2	3	4	5	6	7	8		9	10	11	12	13	14	15

Note:

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

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

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

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

Name:

Signature:

Place:

**revised vide Circular no. SEBI/HO/ISD/ISD/CIR/P/2021/19 dated February 9, 2021 by SEBI

Annexure-5

HALF YEARLY DISCLOSURE BY DESIGNATED PERSONS

Date: _____

The Compliance Officer
Alldigi Tech Ltd. 46C,
Velachery Main road
Chennai 600 042.

Dear Sir,

SUB: HALF YEARLY TRANSACTION STATEMENT

For the half year ended 30th September/ 31st March, _____, I hereby declare that I / my Immediate Relatives

- have not dealt in Alldigi Tech Limited (Alldigi) Securities OR
- have dealt in Alldigi Securities as per the details given below:

Particulars	Details
Name of the Person	
Grade	
Department	
Location	

Name of holder/Immediate relative	PAN	Mobile No.	Opening Balance	No. of securities dealt with during the last 6 months	Date of deal(s)	Bought/Sold/Subscribed	Price per Security (Rs.)	Closing Balance	DO ID No. & Client ID
Self									
Spouse									
Dependent Children									
Dependent Parents/Spouse Parents									
Dependent Brothers/Sisters									

In connection with the aforesaid dealing(s), I hereby produce to the Compliance Officer Brokers Contract note.

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

I declare that I have not entered into an opposite transaction i.e. Sell or Buy (strike off whichever is not applicable) for any number of securities during the **six months** of the aforesaid transaction/s.

I also agree to not take positions in derivative transactions in the shares of the Company at any time during my employment with the Company.

I hereby declare that the above details are true, correct and complete in all respects.

Signature:
Employee No:
Location:

Name:
Department:

Appendix-A

POLICY FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 9A of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015]

BACKGROUND

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulations”) mandates every listed Company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

APPLICABILITY

This Policy shall be applicable with effect from April 1, 2019.

SCOPE

This Policy deals with:

- a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
- b) Strengthening the internal control system to prevent leak of UPSI.
- c) Penalizing any insider who appears to have found guilty of violating this policy.

1. DEFINITIONS

The definitions of some of the key terms used in the Policy are given below. Capitalized terms are not defined herein shall have the meaning assigned to them under the Code / Regulations.

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Last Amended Date: January 22, 2025

“Code” means Code of Conduct for Prevention of Insider Trading.

“Compliance Officer” means the person as defined in Code.

“Leak of UPSI” means communication of information which is / deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

“Suspect” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

“Unpublished price sensitive information or UPSI” means information defined in the Code.

“Whistle Blower” means an employee of a Company making a disclosure under the Whistle Blower Policy.

“Working days” means working days of the Company.

2. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

- a. The Chairman of Audit Committee may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from:
 - the Suspect
 - any other person, including employees of the Company
 - regulators

follow the below mentioned procedure in order to inquire and / or investigate the matter.

- b. **Preliminary Inquiry:** The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or , if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry.

The Chairman of Audit Committee shall forthwith forward such intimation to CEO and / or CFO to conduct a preliminary inquiry. The said inquiry shall be completed within 5 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairman of Audit Committee / CEO / CFO and Compliance Officer.

Last Amended Date: January 22,2025

- c. **Intimation of Leak or suspected Leak of UPSI:** If in the opinion of Chairman of Audit Committee / CEO / CFO and Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:
- The Board of Directors
 - Inquiry Committee for detailed investigation

The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

- d. **Inquiry Committee:** Inquiry Committee shall consist of the following persons or any person nominated by such officers from their department-
- Chief Financial Officer
 - Head of Legal
 - Head of Human Resources
 - Any other person nominated by Chief Executive Officer / Managing Director

If any member of Inquiry Committee has a conflict of interest in any given case, then he / she should recuse himself / herself and other members of Inquiry Committee should deal with the matter on hand.

- e. **Investigation by Inquiry Committee:** Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Audit Committee and summary report shall be submitted to Board and such report shall also be submitted to SEBI simultaneously.

3. **POWERS OF THE INQUIRY COMMITTEE**

For purpose of conducting inquiry, the Inquiry Committee may:

- a) call upon such employees / individuals to seek clarification or information pertaining to the leak.
- b) at its discretion, invite external investigators / experts.

- c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
- f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

4. RIGHTS AND OBLIGATIONS OF THE SUSPECT

- a) The Suspect shall-
 - co-operate with the Inquiry Committee during the investigation process.
 - have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
 - right to be informed of the outcome of the investigation.
- b) The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.
- c) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

5. CONSEQUENCES OF NON-COMPLIANCE

- a) On receipt of report of inquiry committee, the Compliance Officer shall forthwith forward such report to Audit Committee.
- b) The disciplinary action against Suspect may be taken within 15 working days from receipt of investigation report by the Audit Committee in consultation with the Board of Directors or any other person authorised by the Board.

- c) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- d) SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Suspect.