

CODE OF CONDUCT

FOR

PREVENTION OF INSIDER TRADING

ELNET TECHNOLOGIES LIMITED

ELNET Technologies Limited

Code of Conduct for Prevention of Insider Trading

1. Preliminary

This Code of Conduct is designed to regulate, monitor and report trading by the employees of the company and other connected persons towards achieving compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

2. Short Title

This code may be called the **ELNET Technologies Limited Code of Conduct for Prevention of Insider Trading**.

3. Preservation of price-sensitive information

All information shall be handled within the company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations as defined in Schedule B of Prohibition of Insider Trading Regulations, 2015.

4. Need to know

"Need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such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

5. Internal Code of Conduct governing dealing in securities

Employees and connected persons designated on the basis of their functional role ("designated persons") in the organisation shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organisation.

6. Disclosure of trading by insiders

- ❖ All public disclosures shall be made in such form as may be specified in the Regulations.
- ❖ Disclosures made by person shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- ❖ The disclosures of trading in securities shall also include trading in derivatives of securities if permitted under law (Section 194 of the Companies Act, 2013 prohibits Director or KMP from entering into forward dealings etc.)
- ❖ Such disclosure shall be preserved for 5 years.
- ❖ Disclosure are classified as Initial and continual disclosures:

Initial Disclosures:

SN	Disclosure-By Whom	Disclosure-To Whom	What to disclose	When
1.	Every promoter, KMP and Director	Company	Holding of securities of the company as on date of the Regulations taking effect (May 15, 2015)	Within 30 days of these Regulations taking effect.(These Regulations are effective from 120th day of the date of notification i.e. on and from 15th May, 2015)
2.	Every person on appointment as a KMP or a Director of the Company or upon becoming promoter	Company	Holding of securities of the company as on date of appointment or becoming a promoter	Within 7 days of such appointment or becoming a promoter

Continual Disclosures:

SN	Disclosure-By Whom	Disclosure-To Whom	What to disclose	When
1.	Every promoter, employee and director. Since employee have been covered, the Regulations does not specify KMP separately	Company	No. of securities acquired or disposed of within two trading days of such transaction or a series of transactions over any calendar quarter, aggregating to a traded value in excess of Rs. 10 lakhs or such other value as may be specified.	Within 2 trading days of such transaction
2.	The Company	Stock Exchanges where the securities are listed	Receipt of disclosure or becoming aware of such information	within 2 trading days of the receipt of the disclosure or from becoming aware of such information.

Disclosure by other connected persons:

The company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company.

7. Penalty for contravention of code of conduct

Employees/officers/directors of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, etc. by the persons required to formulate the code of conduct under sub-regulations (1) and (2) of Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

In case it is observed by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, that there has been a violation of these regulations, they shall inform SEBI promptly.

Place : Chennai

Date : 15.05.2015

**ANNEXURE
DISCLOSURE OF CHANGE IN SHAREHOLDING**

To
The Compliance Officer,
ELNET Technologies Limited
(Registered Office Address)

I,....., in my capacity as of the Company hereby submit the following details of change in the holding of securities of the Company.

Name, PAN & address of shareholder	No. of securities held before the transaction	Date of receipt of allotment advice/acquisition/sale of securities	Nature of transaction & quantity & value			No. of securities held before the transaction	Trading member through whom the trade was executed with SEBI Registration No. of TM	Exchange on which the trade was executed
			Purchase	Sale	others			

Details of change in securities held by immediate relatives:

Name, PAN & address of shareholder	No. of securities held before the transaction	Date of receipt of allotment advice/acquisition/sale of securities	Nature of transaction & quantity & value			No. of securities held before the transaction	Trading member through whom the trade was executed with SEBI Registration No. of TM	Exchange on which the trade was executed
			Purchase	Sale	others			

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

Date:

Signature:
Name: