

SEQUENT CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING
(Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives)

1. Preamble:

This Code is framed in line with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which is effective from April 1, 2019 (hereinafter referred to as the “Regulations”). This Code lays down the governance in dealing with Unpublished Price Sensitive Information (“hereinafter referred to as “**UPS**I”) and trading by the Company, Designated Persons and Immediate relatives of Designated Persons.

2. Definitions:

- (a) “**Act**” means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.
- (b) “**Audit Committee**” shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) “**Board**” means the Board of Directors of the Company.
- (d) “**Company**” means Sequent Scientific Limited (hereinafter referred as “Sequent”).
- (e) “**Code**” means this Code of Conduct for Prohibition of Insider Trading and to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives in the Securities, as amended by the Board from time to time.
- (f) “**Compliance Officer**” means Company Secretary of the Company or in the absence of Company Secretary any such senior officer, designated so and reporting to the Board of Directors, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (‘UPS’I), monitoring of trades and the implementation of the Codes specified in these Regulations under the overall supervision of the Board.

For the purpose of this Code, “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.

- (g) “**Connected Person**” means:

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, by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or

by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

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:

- an immediate relative of connected persons;
- a holding company or associate company or subsidiary company;
- an intermediary as specified in section 12 of the Act or an employee or director thereof;
- an investment company, trustee company, asset management company or an employee or director thereof;
- an official of a stock exchange or of clearing house or corporation;
- 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;
- 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;
- an official or an employee of a self-regulatory organization recognized or authorized by the Board;
- a banker of the company;
- a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.

(h) **“Contra Trade”** means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

(i) **“Designated Persons”**

The term “Designated Person” shall consist of:

- i. Promoters and Members of Promoter Group of the Company;
- ii. Directors of the Company & its Material Subsidiaries.
- iii. Key Managerial Personnel of the Company & its Material Subsidiaries.
- iv. All Employees of the Company & its Subsidiaries in the cadre of Assistant General Manager & above;
- v. All Employees in the Finance & Accounts Department, Corporate Planning Department, IT Department, Secretarial and Legal Department and any other departments of the Company & its Material Subsidiaries, if any on the basis of their functional role or access to UPSI;
- vi. Employees of Corporate Action/Project Specific Teams of the Company & its Material Subsidiaries.
- vii. Employees associated with Executive Directors and CEO’s office of the Company & its Material Subsidiaries.

- viii. Chief Executive Officer/Managing Director and employees upto two levels below Chief Executive Officer/Managing Director of the Company and its Material Subsidiaries; and
 - ix. Any support staff of the Company who have access to UPSI.
 - x. Immediate Relatives of all the above.
 - xi. Any other employee designated by the Board in consultation with the Compliance Officer, either for a specific period of the time or for an indefinite period of time, based on such person's role, function, designation and seniority in the Company and the extent to which such person may have access to UPSI.
- (j) **"Fiduciary"** shall mean professional firms such as auditors, accountancy firm, law firms, analysts, insolvency professional entities, consultants, banks etc., who assist or advice the Company from time to time and shall be collectively referred to as fiduciaries.
- (k) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- (l) **"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;
- (m) **"Insider"** means any person who is:
- i. a Connected Person; or
 - ii. a Designated Person or
 - iii. any other person who is in possession of or having access to UPSI.
- (n) **"Intermediaries"** shall include such persons as defined in Section 12 of the Securities and Exchange Board of India Act, 1992 viz., Stock Brokers, Sub-brokers, Share Transfer Agents, Banker to an Issue, Trustee of a Trust Deed, Registrar to an Issue, Merchant Banker, Underwriter, Portfolio Manager, Investment Adviser and such other persons associated with Securities Market and registered with SEBI.
- (o) **"Key Managerial Personnel"** means key managerial personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
- (p) **"Legitimate Purpose"** shall include sharing of UPSI in the ordinary course of business on a need-to-know basis for performing their duties or discharge of legal obligations 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.
- (q) **"Leak of UPSI"** shall refer to such act/circumstance(s) by virtue of which an 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.

- (r) **"Material subsidiary"** shall be as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and shall mean a subsidiary of the Company whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- (s) **"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.
- (t) **"Officer"** shall have the meaning assigned to it under the Companies Act, 2013.
- (u) **"Promoter / 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;
- (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 either directly or through portfolio management services, 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"** means the period during which Designated Persons and their Immediate Relatives can trade in the Company's securities.
- (aa) **"Trading Plan"** has the meaning ascribed to in Clause 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (bb) **"Unpublished Price Sensitive Information"** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business,

- award or termination of order/contracts not in the normal course of business and such other transactions.
- v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - vi. change in rating(s), other than ESG rating(s);
 - vii. fund raising proposed to be undertaken;
 - viii. agreements, by whatever name called, which may impact the management or control of the company;
 - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting misstatement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report
 - xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company.
 - xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company.
 - xv. giving guarantees or indemnity or becoming a surety, by whatever name called, for any third party, by the company not in the normal course of business.
 - xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

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

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

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

Scope of the Policy:

This Code is applicable to every Designated Persons and their Immediate Relatives.

3. Duties, Roles and Responsibilities of Compliance Officer:

- (a) The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearing of trades of the Designated Persons and their immediate relatives and the implementation of the Code under the overall supervision of the Board of Directors of the Company.
- (b) The Compliance Officer shall approve the trading plan of an insider and notify the plan to the Stock Exchange(s).
- (c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- (d) The Compliance Officer shall maintain a record of the Designated Persons of the Company and any changes made in the list of Designated Persons of the Company.
- (e) The Compliance Officer shall assist all the Designated Persons of the Company in addressing any clarifications regarding the Regulations and the Code.
- (f) The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.
- (g) The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for preclearance of trades.
- (h) The Compliance Officer shall maintain all the disclosures made by insiders for a minimum period of five years.
- (i) The Compliance Officer shall on annual basis confirm to the Audit Committee that internal controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.

4. Communication or procurement of UPSI & Chinese Wall procedures:

All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharging legal obligations.

UPSI may be communicated, provided, allowed access to or procured in connection with a transaction that would:

- i. entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
- ii. not attract the obligation to make an open offer under the Takeover Regulations but where the

Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

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 above purposes, and shall not otherwise trade in securities of the Company when in possession of UPSI.

All UPSI directly received by any Insider should immediately be reported to the Compliance Officer through his/ her head of department.

If, in the performance of duties, it becomes necessary for the Insider to disclose any UPSI to fiduciaries, the Insider shall inform the Compliance Officer of the UPSI proposed to be disclosed and obtain the prior written consent of the Compliance Officer. The Insider shall ensure that the concerned fiduciaries executes an agreement with the Company.

Norms for appropriate Chinese Walls procedures & processes will be as under:

- i. To prevent the misuse of UPSI, the Company shall separate those areas of the Company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/ marketing or other departments providing support services, considered “public areas”.
- ii. The employees in the inside area shall not communicate any UPSI to any one in public area.
- iii. The employees in inside area may be physically segregated from employees in public area.
- iv. Demarcation of the various departments as inside area may be implemented by the Company.
- v. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

5. Trading by an Insider:

No Insider or his/her Immediate Relatives shall directly or indirectly trade in securities of the Company when he/ she is in the possession of UPSI:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- a. the transaction is an off-market *inter-se* transfer between promoters who were possession of the same UPSI and both parties had made a conscious and informed trade decision.

Provided that such UPSI was not obtained under Regulation 3(3) of the Regulations.

Provided further that such off-market trades shall be reported by the Insiders to the Company within two working days and the Company shall notify the particulars of such trades to the Stock Exchange(s) on which the securities are listed, within two trading days from receipt of the disclosure or from becoming aware of such information;

- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under Regulation 3(3) of the Regulations;

- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d. 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;
- e. in the case of non-individual insiders: –
 - i. 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
 - ii. appropriate and adequate arrangements were in place to ensure that the Regulations are 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;
- f. the trades were executed pursuant to a trading plan.

5. Trading Plan:

Insiders can deal in the securities of the Company by formulating a Trading Plan in the manner set forth under Regulation 5 of the Regulations, as amended from time to time.

6. Preservation of UPSI:

All information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The UPSI must be kept confidential at all times.

Files/data containing Confidential or UPSI shall be kept secure. Computer files must have adequate security of login and password etc.

7. Trading Window:

The trading window of the Company shall be closed:

- a from the end of every quarter till 48 hours after the declaration of financial results.
- b when the compliance officer determines that an Insider or Insiders can reasonably be expected to have possession of UPSI.

Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.

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

The Designated Persons and their Immediate Relatives shall not trade in securities when the trading window is closed.

The trading window restrictions mentioned above shall not apply in respect of –

- a. the transaction is an off-market *inter-se* transfer between promoters who were possession of the same UPSI and both parties had made a conscious and informed trade decision.
Provided that such UPSI was not obtained under Regulation 3(3) of the Regulations.
Provided further that such off-market trades shall be reported by the insiders to the Company within two working days and the Company shall notify the particulars of such trades to the Stock Exchange(s) on which the securities are listed, within two trading days from receipt of the disclosure or from becoming aware of such information;
- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;
Provided that such UPSI was not obtained by either person under Regulation 3(3) of the Regulations;
- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d. 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;
- e. the trades were executed pursuant to a trading plan;
- f. pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Board;
- g. transactions which are undertaken in accordance with respective regulations made by the Board 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.

7. Pre-clearance of Trades:

When the trading window is open, trading by the Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade(s) is above a minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakhs Only) in value in any calendar quarter. The Designated Persons shall be required to submit application for pre-clearance along with Undertaking in the format specified in ***Annexure I***.

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

No Designated Person shall 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.

All Designated Persons shall execute their trades in respect of securities of the Company within 7

(seven) trading days after the pre-clearance is given by the Compliance Officer. If the trade is not executed within the aforementioned specified period fresh pre-clearance to be obtained by the Designated Persons.

Any transaction done on the basis of pre-clearance shall be reported to the Compliance Officer within 2 working days in the format specified in **Annexure II**.

The preclearance of trade shall not be required if the trade has been executed as per the Trading Plan approved by the Compliance Officer.

8. Contra Trade

All Designated Persons who are permitted to trade in shares of the Company shall not execute a contra trade during the next 6 (six) months following the prior transaction, provided that this shall not be applicable for trades pursuant to exercise of stock options. In other words, if a Designated Person has bought shares of the Company, he can continue to buy the shares (within the threshold limit/ subject to pre-clearance) but cannot sell any number of shares for a period of 6 (six) months from the last date when he bought the shares. Similarly, if a Designated Person sells the shares of the Company, he can continue to sell the shares, if he holds further shares, but cannot buy any number of shares for a period of 6 (six) months from the last date when he sold the shares.

The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. The Designated Persons shall be required to submit application for waiver of minimum period of contra trade in the format specified in **Annexure III**.

If any contra trade is executed by the Designated Persons, inadvertently or otherwise, in violation of above restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for crediting to the Investor Protection and Education Fund administered by SEBI under the Act.

9. Contravention of Code:

- a) Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).

Any instance of violation of this Code by the Designated Person shall be reported to the Audit Committee or any other Committee of the Board designated for this purpose by the Board of Directors of the Company and such Committee shall have the authority to take appropriate action against the Designated Person for violation of this Code.

Inquiry into an instance of leak or suspected leak of UPSI shall be initiated, in accordance with the investigation process provided under the Policy and Procedure for Enquiry in case of leak or suspected leak of UPSI framed by the Company.

The details of the leaks, inquiries and the results of the enquiries shall be informed to the Board of Directors and Securities Exchange Board of India promptly as required under the law.

- b) Any Insider who violates the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, cancellation of contract, recovery of profits, claw back, ineligibility for future participation in Employee Stock Option Plans, etc. Further, in case

of any violation of the Code or Regulations by an Insider, the Company shall inform SEBI promptly.

- c) The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

10. Reporting requirements for transactions in securities & formats:

A. First Disclosure of holdings

Every Promoter, Member of the Promoter Group, Key Managerial Personnel and Director of the Company shall disclose his holding of securities of the Company in **Form A** as on the date of these regulations taking effect, to the Company within thirty days of these regulations taking effect.

B. Initial Disclosures of holdings

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or Member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter/Member of Promoter Group, to the Company within seven days of such appointment or becoming a Promoter/Member of Promoter Group in **Form B**.

C. Continual Disclosures

Every Promoter, Member of the Promoter Group, Designated Person and Director of the 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 Rs. 10,00,000/- (Rupees Ten Lakh Only) in **Form C**.

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 specified above.

The Company shall within a period of 2 (Two) trading days from the date of receipt of disclosure in Form C, or becoming aware of such information shall inform the particulars of such trading to the Stock Exchange(s) in **Form D**.

D. Other formats / disclosures, to monitor compliance with these Regulations would be as under:

- Reporting of holdings in securities by Designated Persons and their immediate relatives as on 31st March, on an annual basis by April 10 in **Form E**
- Designated Persons shall be required to disclose in **Form F** names and Permanent Account Number or any other identifier authorized by law of themselves and the following persons to the Company on an annual basis within 10 days from the end of financial year and as and when the information changes:
 - immediate relatives;

- persons with whom such Designated Person(s) shares a material financial relationship;
- Phone, mobile and cell numbers which are used by them;

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.

- Designated Persons, on a one-time basis, within 10 days from becoming a Designated Person, shall be required to disclose in **Form G**, names of educational institutions from which Designated Person have graduated and names of their past employers.

11. Amendments to this Code:

This Code shall be subject to review and be amended from time to time, as may be deemed necessary and in accordance with any regulatory amendments. The Board of Directors shall be empowered to amend, modify and interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the Company]

The Compliance Officer
SeQuent Scientific Limited
ISIN of the Company: INE807F01027

Details of Securities held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of becoming Specified Person).

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoters/ Members of Promoter Group KMP /Directors/ immediate relative to/others etc) | Securities held as on the date of regulation coming into force | | % of Shareholding |
|--|--|---|--------|-------------------|
| | | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.) | Number | |
| 1 | 2 | 3 | 4 | 5 |
| | | | | |

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 of the Company held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Open Interest of the Future contracts held as on the date of regulation coming into force | | | Open Interest of the Option Contracts held as on the date of regulation coming into force | | |
|---|--|-------------------------------|---|--|-------------------------------|
| 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 |
| 6 | 7 | 8 | 9 | 10 | 11 |
| | | | | | |

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

Name & Designation:

Date:

Place:

Employee Code:

(Signature)

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(b) read with Regulation 6(2)]

The Compliance Officer
SeQuent Scientific Limited
ISIN of the Company: INE807F01027

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 other such persons as mentioned in Regulation 6(2).

| Name, PAN No. CIN/DIN & Address with Contact No. | Category of Person (Promoters/ Member of Promoter Group/ KMP/ Directors / immediate relatives/ others etc.) | Date of appointment of Director/ KMP or Date of Becoming Promoter/ Member of Promoter Group | Securities held at the time of becoming Promoter/ Member of Promoter Group appointment of Director/ KMP | | % of Shareholding |
|--|--|---|--|-----------------------|----------------------|
| | | | Type of Security | Number of Security | |
| 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 of the Company 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 other such persons as mentioned in Regulation 6(2).

| Open Interest of the Future contracts held at the time of becoming Promoter/Member of Promoter Group/appointment of Director/KMP | | | Open Interest of the Option Contracts held at the time of becoming Promoter/Member of Promoter Group/appointment of Director/KMP | | |
|---|---|----------------------------------|---|---|----------------------------------|
| 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 |
| 7 | 8 | 9 | 10 | 11 | 12 |
| | | | | | |

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

Date:

Place:

(Signature)

*This form is required to be submitted within 7 days of appointment as a Key Managerial Personnel/ Director or becoming a Promoter/Member of Promoter Group.

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

The Compliance Officer
SeQuent Scientific Limited
ISIN of the Company: INE807F01027

Details of change in holding of Securities of Promoter, Member of Promoter Group, Designated Person or Director of a listed Company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN, & address with contact nos. | Category of Person (Promoters/Member of Promoter Group/ KMP / Directors /immediate relative to/others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to Company | Mode of acquisition / disposal (on market/ public/ rights/ preferential offer/off market/ Inter se transfer, ESOPs etc.) |
|---|---|---|---------------------------|--|--------|-------|---|--|---------------------------|---|----|-------------------------------|--|
| | | Type of security (For e.g.– Shares, Warrants Convertible Debentures etc.) | No. and % of shareholding | Type of security (For e.g.– Shares, Warrants, Convertible Debentures etc.) | Number | Value | Transaction Type (Buy/ Sale/ Pledge / Revok e/ Invoke) | Type of security (For e.g.– Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

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

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 | | |
| 15 | 16 | 17 | 18 | 19 | 20 | |
| | | | | | | |

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

Signature: _____

Employee Code: _____

Name:

Date:

Place:

**This form is required to be submitted within 2 trading days of dealing in securities if value of securities whether in one or more transactions during a calendar quarter is more than Rs. 10,00,000/- (Rupees Ten Lakhs) in value.*

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2) – Continual disclosure]

SeQuent Scientific Limited
ISIN of the Company: INE807F01027

Details of change in holding of Securities of Promoter, Member of Promoter Group, Designated Person or Director of a listed Company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN, & address with contact nos. | Category of Person (Promoters/Member of Promoter Group/ KMP / Directors /immediate relative to/others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to Company | Mode of acquisition / disposal (on market/ public/ rights/ preferential offer/off market/ Inter se transfer, ESOPs etc.) |
|---|---|---|---------------------------|--|--------|-------|---|--|---------------------------|---|----|-------------------------------|--|
| | | Type of security (For e.g.– Shares, Warrants Convertible Debentures etc.) | No. and % of shareholding | Type of security (For e.g.– Shares, Warrants, Convertible Debentures etc.) | Number | Value | Transaction Type (Buy/ Sale/ Pledge / Revoked/ Invoke) | Type of security (For e.g.– Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

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

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 | | |
| 15 | 16 | 17 | 18 | 19 | 20 | |
| | | | | | | |

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

Signature: _____

Name:

Date:

Place:

FORM E
ANNUAL DISCLOSURE

The Compliance Officer
SeQuent Scientific Limited
ISIN of the Company: INE807F01027

I. Statement of Shareholding of Directors/Key Managerial Personnel/Designated Persons

| Name | Designation | PAN | No. of Securities held on April 1, _____ | No. of Securities bought during the year | No. of Securities sold during the year | No. of Securities held as on March 31, _____ | Folio No./ DP ID- Client ID |
|------|-------------|-----|--|--|--|--|-----------------------------|
| | | | | | | | |
| | | | | | | | |

II. Details of shares held by immediate relatives of Designated Persons

| Name | Relationship | PAN | No. of Securities held on April 1, _____ | No. of Securities bought during the year | No. of Securities sold during the year | No. of Securities held as on March 31, _____ | Folio No./ DP ID- Client ID |
|------|---------------------|-----|--|--|--|--|-----------------------------|
| | Spouse [#] | | | | | | |
| | | | | | | | |

I/We hereby declare that I/We have complied with the Code and SEBI Regulations with respect of the Securities purchased/ sold.

I/We further declare that the above disclosure is true and correct.

Signature: _____

Name:

Date:

[#] Mandatory Information (to be submitted even if the shares are NIL)

^{*} This form is required to be submitted within 10 days from the end of the financial year.

FORM F
ANNUAL DISCLOSURE BY DESIGNATED PERSONS

The Compliance Officer
SeQuent Scientific Limited
ISIN of the Company: INE807F01027

Details of Designated Persons and their immediate relatives and persons with whom Designated Persons shares material financial relationship and changes thereof (to be disclosed annually):

| Sr. No. | Name | Relationship with Designated Person | PAN | Phone Number | Mobile Number |
|---------|------|-------------------------------------|-----|--------------|---------------|
| 1 | | Self [#] | | | |
| 2 | | Spouse [#] | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |

I declare that the above disclosure is true and correct.

Signature: _____

Name:

Date:

Note : 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.

#Mandatory information

* This form is required to be submitted within 10 days from the end of the financial year or changes from previous disclosure

FORM G

ONE TIME DISCLOSURE BY DESIGNATED PERSONS

The Compliance Officer
SeQuent Scientific Limited
ISIN of the Company: INE807F01027

Additional details of Designated Persons (to be disclosed on a one-time basis):

Name:

Residential Address:

Designation:

| Details of Educational Institutes of graduation | | | |
|---|------------------|-----------------|------------------------|
| Name of Institute/ College | Degree | Year of passing | Institute / University |
| | | | |
| | | | |
| Details of past employers in chronological order | | | |
| Name and address of employers | Last Designation | Date of joining | Date of exit |
| | | | |
| | | | |

I declare that the above disclosure is true and correct.

Signature: _____

Name:

Date:

* This form is required to be submitted within 10 days from becoming Designated Person on a one-time basis.

APPLICATION-CUM-UNDERTAKING FORM FOR PRE-CLEARANCE OF TRADES

To,

Compliance Officer
SeQuent Scientific Limited

| | |
|---|--|
| Employee Code | |
| Name of the Employee | |
| Designation and Department | |
| Date of joining | |
| Name of Holder of securities | |
| Relation to the Employee of the Company (In case of immediate relatives) | |
| Kind of securities proposed to be dealt in | |
| Number of securities proposed to be dealt in | |
| Estimated Market Value of the securities proposed to be dealt in | |
| Folio No./Client ID No. | |

I hereby declare that all information in this form is true and correct to the best of my knowledge. I also understand that any misrepresentation of facts in this form is sufficient cause for disciplinary action by the Company.

Date:

Place:

(Signature of Applicant)

UNDERTAKING

I hereby state that:

- i. I do not have access to nor do I have any "Unpublished Price Sensitive Information" ("UPSI") up to the time of signing this undertaking;
- ii. In case, I receive any UPSI 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;
- iii. I have not contravened the provisions of the Code as notified by the Company from time to time;
- iv. I have made full and true disclosure in the matter;
- v. I will execute the order in respect of the securities within 7 trading days after approval is granted by Compliance Officer, failing which I shall apply for pre-clearance again from the Compliance Officer;
- vi. I shall not execute a contra-trade for a minimum period of 6 months. If 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.

Date:

Place:

(Signature of Applicant)

PRE-CLEARANCE ORDER

To: Mr./Mrs./Ms. _____

This is to inform you that your request for dealing in _____ shares of the Company as mentioned in your above-mentioned application is approved. Please note that the said transaction must be completed on or before _____ that is within 7 days from today.

Date:

Place:

(Signature of Compliance Officer)

ANNEXURE II

CONFIRMATION OF DEAL

To,

Compliance Officer
SeQuent Scientific Limited

I confirm that the share dealing for which approval was granted on _____ was completed on _____, by purchasing / selling _____ (nos.) equity shares of the Company.

Date:

Place:

Employee Code:

(Signature)

ANNEXURE III

APPLICATION FOR WAIVER OF MINIMUM PERIOD FOR CONTRA TRADE

To,

Compliance Officer
SeQuent Scientific Limited

| | |
|----------------------------|--|
| Employee Code | |
| Name of the Employee | |
| Designation and Department | |

Through Division / Department Head

Dear Sir,

I seek your approval to grant me waiver of the time restrictions and permit me to execute a contra-trade for _____ equity shares (number of securities) of the Company due to _____ (give valid reason(s) for executing contra trade).

I declare that I am not in possession of any UPSI up to the date of this application.

I further declare that in case I have access to any UPSI after the signing of this application and before executing a Contra Trade (if permitted), I shall:

- i. Promptly inform the Compliance Officer
- ii. Refrain from trading in securities of the Company

Date:

Place:

(Signature of Applicant)

FEEDBACK ON OUTCOME OF THE APPLICATION

Approved / Disapproved:

In case approved, transaction of sale of _____ equity shares of the Company to be completed by _____.

Date:

Place:

(Signature of Compliance Officer)