CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

("CODE OF INSIDER TRADING")

Code Change log			
Version	**Issued on**	**Effective from**	**Purpose of change**
			New Code release

NEOLITE ZKW LIGHTINGS LIMITED

(Formerly Known as Neolite ZKW Lightings Private Limited)

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1. Introduction

Trading in securities of a company by Designated Persons (defined below) and their Immediate Relatives (defined below) based on Unpublished Price Sensitive Information erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets. To put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework relating thereto, the Securities and Exchange Board of India ("**SEBI**") has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("**Insider Trading Regulations**"). In compliance with Regulation 9 of the Insider Trading Regulations, the board of directors of Neolite ZKW Lightings Limited. ("**Company**") has adopted this Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives ("**Insider Trading Code**"). This document embodies the Insider Trading Code to be followed by the Company effective from the commencement of listing and trading of the equity shares of the Company on the stock exchange(s), i.e. BSE Limited or the National Stock Exchange of India Limited, in accordance with applicable laws. For the avoidance of doubt, the provisions of this Code shall be applicable to the Company and its Designated Persons in accordance with the timelines and stages prescribed under the Insider Trading Regulations, including when the Company is considered as 'proposed to be listed', at which point the relevant provisions shall become applicable with immediate effect. The Insider Trading Code is applicable to all Designated Persons (defined below) and Immediate Relatives (defined below) of Designated Persons.

In the event of any inconsistency or conflict between the provisions of this Code and the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the provisions of the said Regulations shall prevail, to the extent of such inconsistency or conflict.

This Code of Insider Trading (the "**Code**") is formulated in accordance with Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**"), as amended from time to time.

Any amendments notified under SEBI PIT Regulations or other applicable laws shall be deemed incorporated without requiring separate approval of the Board.

2. Objective and applicability

This Code has been formulated to maintain the highest ethical standards while dealing in securities of the Company by the Insiders *(as defined below)*. The purpose of the Code is also to put in place a framework for prohibition of insider trading in securities, and to strengthen the legal framework thereof. This Code shall apply to all Designated Persons and their Immediate Relatives.

3. Definitions

3.1. For the purpose of the Code:

3.1.1. "**Act**" means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.

3.1.2. "**Audit Committee**" means Audit Committee of the Board constituted as per the regulatory requirements.

3.1.3. "**Board**" means the Board of Directors of Neolite ZKW Lightings Limited.

3.1.4. "**Code of Conduct**" or "**Code**" means this Code of Conduct for Prevention of Insider Trading in the Securities of Neolite ZKW Lightings Limited, to regulate, monitor and report trading by Designated Persons and their Immediate Relatives, as may be amended by the Board from time to time.

3.1.5. "**Company**" means Neolite ZKW Lightings Limited.

3.1.6. "**Compliance Officer**" shall have the same meaning as prescribed to it under the regulation 2 sub-regulation (1) sub-regulation (c) of the SEBI PIT Regulations.

3.1.7. **"Connected Person"** shall have the same meaning as ascribed to it under the regulation 2 sub-regulation (1) sub- regulation (d) of the SEBI PIT Regulations.

3.1.8. "**Contra Trade**'' means a trade or transaction which involves buying or selling any number of securities of the Company and within 6 months, trading or transacting in an opposite transaction involving the securities from the prior transaction.

3.1.9. "**Designated Person**" shall include such persons as may be specified by the Board of Directors in consultation with the Compliance Officer, having regard to their role and function in the Company and the access that such role and function would provide to Unpublished Price Sensitive Information, in addition to their seniority and professional designation, and shall include:

(i) the Promoters of the Company;
(ii) the Directors of the Company;
(iii) the Key Managerial Personnel of the Company;
(iv) Functional Heads/Departmental Heads;
(v) the Chief Executive Officer and employees up to two levels below the Chief Executive Officer, irrespective of their functional role or access to UPSI;
(vi) support staff of the Company, including part-time employees, secondees, interns and employees in Finance, Legal, Accounts, Company Secretarial and Information Technology (IT), who have access to UPSI; and
(vii) such other officers or employees as may be specified by the Board of Directors in consultation with the Compliance Officer, based on their role, function, designation, seniority and access to UPSI.

3.1.10. "**Director**" or "**Directors**" means a member or members of the Board of the Company.

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

3.1.12. "**Immediate Relatives**" with respect to any individual person, means the spouse of the person, and includes parents, siblings, and children of such person or of the spouse (whether minors or adults) who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.

3.1.13. **"Insider"** means any person who is a Connected Person or in possession of or having access to Unpublished Price Sensitive Information

3.1.14. "**Key Managerial Personnel**" means persons as defined in Section 2(51) of the Companies Act, 2013

3.1.15. **"Promoter(s)"** mean(s) Promoter(s) of the Company for time being

3.1.16. "**SEBI PIT Regulations**" means the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended.

3.1.17. "**SEBI**" means Securities and Exchange Board of India.

3.1.18. "Security" or "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as may be amended.

3.1.19. "**Stock Exchanges**" means the stock exchanges where any Securities of the Company are listed.

3.1.20. "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

3.1.21. "**Trading**" or "**Trade**" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

3.1.22. "**Trading Day**" means a day on which the recognized Stock Exchanges are open for Trading.

3.1.23. "**Trading Plan**" has the meaning ascribed to the term in regulation 5 of the SEBI PIT Regulations.

3.1.24. "**Trading Window**" has the meaning ascribed to it in Clause 8.1.

3.1.25. "**Unpublished Price Sensitive Information**" or "**UPSI**" means any information which is not Generally Available and relates directly or indirectly to the Company or its Securities and which upon becoming Generally Available, is likely to materially affect the price of Securities of the Company and shall have the meaning assigned to it under the Insider Trading Regulations as amended from time to time

Explanation: The following shall be always deemed to be Unpublished Price Sensitive Information till it becomes Generally Available Information:

i. financial results
ii. dividends
iii. change in capital structure;
iv. mergers, de-mergers, acquisitions, delistings, 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 on 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 of 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.

It is clarified that UPSI is not restricted to information regarding the events mentioned above and may include direct or indirect information relating to the Company or its securities. It is intended that information relating to a company or securities that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain.

3.2. Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 the rules and regulations made thereunder, as the case may be or in any amendment thereto.

3.3. Interpretation

In this Code unless the context otherwise requires:

3.3.1. headings and underlining are for convenience only and shall not affect the interpretation or construction of this Code or any provisions contained herein.

3.3.2. words importing the singular shall include the plural and vice versa; and words importing either gender shall include the other.

4. Compliance Officer

4.1. The Compliance Officer shall report to the Board and is responsible to enforce this Code and implementation of this Code under overall supervision of the Board. All reports with regard to the Regulations or the Code shall be submitted by the Compliance Officer to the chairman of the Audit Committee or to the chairman of the Board at such frequency as may be stipulated by the Board, but not less than once in a year.

4.2. In the absence of the Compliance Officer for any reason, any senior officer, reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, shall carry out the responsibilities of the Compliance Officer as required under this Code, and the Regulations.

5. Role of Compliance Officer

5.1. The duties and responsibilities of the Compliance Officer is to enforce this Code. To enforce the Code, the Compliance Officer is authorized to seek such information from Designated Persons and their Immediate Relatives as required by this Code and to give such approvals as are specified herein.

5.2. The Compliance Officer shall obtain declarations and disclosures from the Designated Persons and their Immediate Relatives noting that the applicant is not in possession of any UPSI, prior to approving trades by them, and maintain records of all declarations and disclosures received by him under the Code for a minimum period of 5 (five) years.

5.3. The Compliance Officer shall be responsible for making the relevant disclosures to the Stock Exchanges on which the securities of the Company are listed, as required under the Regulations.

5.4. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing of trades (directly or through respective department heads as decided by the Company) as required under the Code, monitoring of trades for which pre-clearance is sought under the Code and the implementation of the Code under the overall supervision of the Board.

5.5. The Compliance Officer shall maintain a record of all the Designated Persons and their Immediate Relatives and also changes to the list from time to time.

5.6. The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed

5.7. The Compliance Officer shall maintain a record of trading window from time to time.

5.8. The Compliance Officer shall assist all the Designated Persons and their Immediate Relatives in addressing any clarifications regarding the Regulations and the Code.

5.9. 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 pre-clearance of trades;

5.10. Any other duties, as may be prescribed in the SEBI PIT Regulations.

6. Responsibilities of Designated Persons and their Immediate Relatives

6.1. Preservation of Unpublished Price Sensitive Information

6.1.1. All Designated Persons and their Immediate Relatives shall maintain strict confidentiality with respect to all Unpublished Price Sensitive Information they are in possession of. To this end, no Designated Person or their Immediate Relatives shall:

i. pass on Unpublished Price Sensitive Information to any person;
ii. disclose Unpublished Price Sensitive Information to their Immediate Relatives and any other person;
iii. discuss Unpublished Price Sensitive Information in public places where others might overhear;
iv. disclose Unpublished Price Sensitive Information to any other Designated Person or any other person who does not need to know the information to do his or her job; and
v. give others the perception that he/she is trading on the basis of Unpublished Price Sensitive Information.

6.2. Need to Know

6.2.1. Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside the Company who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof. No Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, or in any other manner which is contrary to regulation 3 of the SEBI PIT Regulations. It is clarified that the term 'legitimate purpose', shall have the same meaning as provided under the Company's Code on '**Code of Fair Disclosure and Conduct**'.

6.2.2. While communicating or allowing access to the Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and the Code.

6.3. Chinese Walls

6.3.1. Additionally, while dealing with or handling Unpublished Price Sensitive Information within the Company, it shall establish policies, procedures and physical arrangements (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.

6.3.2. Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("**Insider Areas**") from those who do not have such access ("**Public Areas**") within the Company.

6.3.3. The employees in the inside areas shall not communicate any UPSI to any one in Public Areas. Demarcation of various departments as Insider Areas may be implemented by the Compliance Officer, in consultation with the Chief Financial Officer of the Company.

6.3.4. Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any Confidential or Unpublished Price Sensitive Information to Designated Persons or any other person in Public Areas without the prior written approval of the Compliance Officer.

6.3.5. Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.

6.3.6. A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior written approval of the Compliance Officer, and would be subject to all restrictions that apply to such areas. Such 'crossing the wall' or 'bringing inside the wall' shall be subject to a process, and should include reasons as to why such a person is being given access to such information, and provide for limits (if any) on the information on a need-to-know basis within the wall. While 'crossing the wall' or 'bringing inside the wall' the Designated Persons should make the person aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information and the liability that attaches to misuse or unwarranted use of such information.

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

i. entails an obligation to make an open offer under the takeover regulations where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
ii. does not attract the obligation to make an open offer under the takeover regulations but where the Board of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected, in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

6.3.8. For the above purposes, the Board 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 purpose of this clause and shall not otherwise trade in securities of the Company when in possession of UPSI.

6.3.9. Files containing UPSI shall be kept secure. Computer files must have adequate security of login and password etc.

6.3.10. The establishment of Chinese Walls does not suggest or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas. The provision of Clause 6.2 shall be applicable within Insider Areas as well.

6.4. Limited access to Unpublished Price Sensitive Information

Files containing Unpublished Price Sensitive Information shall be kept secure. Computer files must have adequate security of login and password. Without prejudice to the above, Designated Persons shall follow such guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time after consultations with the person in charge of the IT team.

6.5. Restrictions on Designated Persons and their Immediate Relatives

6.5.1. No Designated Person, their Immediate Relatives shall –

i. Communicate, provide, or allow access to any Unpublished Price Sensitive Information.
ii. Procure from or cause the communication by any other person of Unpublished Price Sensitive Information;
iii. Either on his own behalf, or on behalf of any other person, Trade when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan. Such prohibition shall include Trades undertaken through portfolio management schemes, whether discretionary or non-discretionary.
iv. Advise any person to Trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt, it is clarified that "advice" shall mean to include recommendations, communications or counselling.

Explanation 1: It is clarified that when any of the abovementioned persons trades in securities of the Company while in possession of Unpublished Price Sensitive Information, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his / her possession.

Explanation 2: It is further clarified that such communication, procurement or allowing access can be made in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as referred under Clause 6.2 of this Code.

Provided that for the purposes of the Code, Trading and advising any person to Trade by an Immediate Relative of a Designated Person shall be deemed to have been done by the concerned Designated Person, and such Designated Person shall be liable to comply with all the provisions of the Code as may be applicable to such trading and advice. The Designated Person shall ensure that the Immediate Relative complies with all the provisions of this Code. Nothing contained herein shall preclude the Immediate Relative to Trade in the Securities of the Company in the ordinary course of business without being in possession of Unpublished Price Sensitive Information.

6.5.2. Each Designated Person and their Immediate Relatives shall ensure that their respective wealth managers, portfolio managers or similar persons do not Trade in the Securities of the Company on behalf of any Designated Person, unless such Designated Person is permitted to Trade in the Securities of the Company in accordance with this Code.

6.6. Declaration required from all Designated Persons

6.6.1. All Designated Persons of the Company shall declare to the Compliance Officer, their respective shareholding in the Company and the shareholding of their Immediate Relatives in the Company in the format prescribed in **FORM A**.

6.6.2. Any other person, upon being designated by the Board of Directors in consultation with the Compliance Officer as a Designated Person or joining the company as a Designated Person shall within 7 (seven) calendar days declare to the Compliance Officer, his shareholding in the Company and the shareholding of his Immediate Relatives in the Company in the format prescribed in **FORM B**.

6.7. Restrictions on opposite transactions and short selling

6.7.1. **Contra Trade**

i. All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction, i.e., sell or buy any number of Securities during the next 6 (six) months

ii. following the prior transaction ("**Contra Trade**"). All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time.

iii. If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception to Clause 6.7.1 (i), shall record in writing the reasons for which such exemption was granted and why such exemption would not be in violation of the Code or the SEBI PIT Regulations.

iv. In the event that a Contra Trade has been executed without prior approval of the Compliance Officer 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.

v. It is clarified that the above restrictions on undertaking Contra Trade shall not be applicable for trades executed pursuant to exercise of employee stock options and on participation in buy-back offers, open offers, rights issue, further public offers, bonus issues and exit offers.

6.7.2. **Short Selling**

No Designated Person shall directly or indirectly sell any Security if such person (i) does not own the Security sold; or (ii) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle ("**Short Sale**").

7. Trading Plan

7.1. All Designated Persons and their Immediate Relatives shall be entitled to formulate a trading plan in accordance with Clause 7.2 ("**Trading Plan**"). The Trading Plan so formulated shall be presented to the Compliance Officer for approval, and for public disclosure and such Designated Person(s) or their Immediate Relatives may Trade only in accordance with their Trading Plan.

7.2. The Trading Plan shall;

7.2.1. not entail commencement of trading on behalf of the Designated Person or their Immediate Relatives earlier than one hundred and twenty calendar days from the public disclosure of the Trading Plan;

7.2.2. not entail overlapping of any period for which another trading plan is already in existence;

7.2.3. set out following parameters for each trade to be executed:

i) either the value of trade to be effected or the number of securities to be traded;
ii) nature of the trade;
iii) either specific date or time period not exceeding five consecutive trading days;
iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
   a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to 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 up to twenty per cent lower than such closing price

Explanation:

a. While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
b. The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

c. Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

7.2.4. not entail trading in securities for market abuse.

7.3. The Compliance Officer shall review the Trading Plan to assess whether such plan would have any potential for violation of the SEBI PIT Regulations and shall be entitled to seek such express undertaking as maybe necessary to enable such assessment and to approve and monitor the implementation of the plan.
Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

7.4. The Trading Plan once approved shall be irrevocable and the Designated Person or his Immediate Relative who has formulated the said Trading Plan, shall mandatorily have to implement the Trading Plan and shall not be entitled to deviate from it except due to permanent incapacity or bankruptcy or operation of law or to execute any trade in the securities outside the scope of the Trading Plan.

Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person or his Immediate Relative at the time of formulation of the plan has not become Generally Available Information at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause 7.2.3, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

7.5. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

8. Trading Window

8.1. The Company shall specify a trading period for trading in the Securities ("**Trading Window**").

8.2. All Designated Persons or their Immediate Relatives shall conduct all their trading in the Securities only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.
Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.

8.3. The Trading Window shall be closed for all Designated Persons and their Immediate Relatives during the periods prescribed under the SEBI PIT Regulations around financial results and other UPSI events with compliance officer determining the exact closure/opening date.

8.3.1. The Trading Window shall be closed *inter alia for* 2 (two) calendar days prior to and 2 (two) calendar days after:

i. any intended announcements regarding amalgamation, mergers, takeovers and buy- back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,

ii. any changes in policies, plans or operations of the Company that could have a material impact on its financial performance.

8.4. The Trading Window shall be closed when the Compliance Officer or the Board determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information and shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 (forty- eight) hours after the Unpublished Price Sensitive Information is made public.

8.5. In addition to the above, the Compliance Officer may after consultation with the Board, declare the Trading Window closed, on an "as-needed" basis for any reason and for such other persons, as the Compliance Officer may deem fit.

8.6. The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company.

8.7. The Compliance Officer after considering various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window. In any event such re-opening shall not be earlier than forty-eight hours after the information becomes generally available.

8.8. Despite the Trading Window being open, Designated Persons or their Immediate Relatives would only be allowed to Trade subject to the conditions specified in Clause 9 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.

8.9. The Board of the Company required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

8.10. The Board of the Company who are required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

8.11. The restriction on Trading Window shall not be applicable in the following circumstances:

a. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 of the SEBI PIT Regulations and both parties had made a conscious and informed trade decision

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Company shall notify the particulars of such trades to the stock exchange 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 unpublished price sensitive information without being in breach of the regulation 3 of the SEBI PIT Regulations and both parties had made a conscious and informed trade decision;
   Provided the transaction mentioned in sub-clauses (a) and (b) above, should not pertain to such unpublished price sensitive information which was obtained in a manner provided 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 pursuant to a trading plan set up in accordance with clause 7 above.
f. pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under clause 9 and compliance with the respective regulations.
g. transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.
h. in the case of non-individual insiders: –
   (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
   (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.

9. Pre-clearance of transactions in Securities

9.1. Applicability

9.1.1. When the trading window is open, all Designated Persons and their Immediate Relatives who intend to trade in the Securities in a calendar quarter (either in one transaction or in a series of transactions) proposed of a consideration price exceeding Rs. 10,00,000/- (Rupees Ten Lakhs) for the Securities should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the trading window is open Application for pre-clearance shall be made only during valid trading period.

9.1.2. Any Designated Person or his Immediate Relatives who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code.

Explanation: It is clarified that pre-clearance is not required for (1) trades executed in accordance with a Trading Plan which is approved under Clause 7 of this Code; (2) exercise of employee stock options.

9.2. Procedure for the purpose of obtaining a prior approval to a transaction

The Designated Person should make an application (for trading of Securities by him or his immediate relative), in the prescribed form**,** to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to time, in the prescribed form in **Form I**.

9.3. Approval

9.3.1. The Compliance Officer shall consider the application made as above and shall approve it unless he is of the opinion that the grant of such approval would result in a breach of the provisions of the Code, or the SEBI PIT Regulations or the Act or any other law in force at that time.

9.3.2. The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person or his Immediate Relative applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.

9.3.3. Every approval letter shall be in such format as may be prescribed by the Company from time to time.

9.3.4. The Compliance Officer shall convey his decision to the Designated Person or his Immediate Relative, as the case may be, within 2 (two) Trading Days of receipt of the application. If the Compliance Officer does not respond within 2 (two) Trading Days, it shall be deemed to be a rejection of the application.

9.3.5. Every approval shall be dated and shall be valid for a period of 7 (seven) trading days or such lesser period as prescribed in the approval.

9.3.6. All transactions intended by the Compliance Officer shall be approved by the Chairman of the Board.

9.3.7. In case any such person procures or comes in possession of Unpublished Price Sensitive Information before execution of the Trade during the subsistence of the pre-clearance sought in accordance with this clause 9.3, such person shall refrain from executing the Trade.

9.3.8. In case trading in securities is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer through concerned Departmental Head in the prescribed format in **Form III**.

9.4. Completion of approved transaction

9.4.1. All Designated Persons and his Immediate Relative shall ensure that they complete execution of every approved transaction in the Securities as provided in Clause 9.1 within the expiry of the approval period and send within 2 (two) Trading Days of execution of the transaction, the details of such transaction, to the Compliance Officer in such format as may be prescribed by the Company from time to time.

9.4.2. If a transaction is not executed within the approval period, the Designated Person or his Immediate Relative must apply to the Compliance Officer for pre-clearance of the transaction, if they intend to transact again.

9.5. Disclosure to the Company and stock exchanges

9.5.1 Transactions by Designated Persons and their Immediate Relatives in accordance with Clause 9.1.1, are required to be disclosed by such persons to the Company within 2 (two) Trading Days of the transaction or time prescribed by the SEBI from time to time. The obligation to disclose trading by the Immediate Relatives of Designated Persons or by any other person for whom such Designated Person takes trading decisions, is upon the said Designated Person.

9.5.2 Off-market trades as mentioned in Clause 8.11(a) shall be reported to the Company within 2 (two) working days, or time prescribed by the SEBI from time to time.

Additionally, transactions by Designated Persons or their Immediate Relatives in accordance with Clause 9.1.1 in which the consideration price for Securities exceeds Rs. 10,00,000/- (Rupees Ten Lakh) are required to be disclosed by the Company to the stock exchanges within 2 (two) Trading Days of receipt of disclosure from Designated Persons or their Immediate Relatives, or within time prescribed by the SEBI from time to time.

9.6. Advice regarding Pre-Clearance

In case of any clarification needed, Designated Persons and their Immediate Relatives shall be responsible to check with the Compliance Officer or one of the contact persons designated by the Compliance Officer, if any, from time to time, whether the provisions of this Clause 9 are applicable to any particular proposed transaction in the Securities.

9.7. Reporting and Disclosure

9.7.1 The Compliance Officer shall report to the chairman of Board or the chairman of the Audit Committee, on annual basis, all the details of the trading in the Securities of the Company done by the Designated Persons or their Immediate Relatives under clause 9.4 together with the accompanying documents that such persons had executed under the pre-approval procedure as outlined above.

9.7.2 The Company shall be entitled to disclose to all the stock exchanges where its Securities are listed, the information provided by Designated Persons or their Immediate Relatives to the Compliance Officer in accordance with the Code.

9.8. Internal Control

The chief executive officer or managing director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in Insider Trading Regulations to prevent insider trading. Further, the Board is to ensure that the requirements are met by such persons under the Insider Trading Regulations.

(i) The internal controls shall include the following:
   a. Designated Persons;
   b. all the Unpublished Price Sensitive Information shall be identified, and its confidentiality shall be maintained as per the requirements of the SEBI PIT Regulations;
   c. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the SEBI PIT Regulations;
   d. lists of all employees and other persons with whom Unpublished Price Sensitive Information 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 SEBI PIT Regulations shall be complied with;
   f. periodic process review to evaluate effectiveness of such internal controls.

(ii) The Audit Committee of the Company shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

(iii) The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries;

(iv) If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

(v) The Company shall have a whistleblower Code and make employees aware of such Code to enable employees to report instances of leak of UPSI.

(vi) The Company shall not discharge, terminate, demote, suspend, threaten, harass, either directly or indirectly, or discriminate against any informant who files a Voluntary Information Disclosure Form under the SEBI PIT Regulations, irrespective of whether the information is considered or rejected by SEBI, or he or she is eligible for a reward under the SEBI PIT Regulations, by reason of:

  (a) filing a Voluntary Information Disclosure Form under the SEBI PIT Regulations;

  (b) testifying in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of the insider trading laws, or in any manner aiding the enforcement action taken by the Board;

  (c) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

It is further clarified that the Company does not require any informant to establish that: (a) SEBI has taken up any enforcement action in furtherance of information provided by such person; or (b) the information provided fulfils the criteria of being considered as an 'original information' under the SEBI PIT Regulations. The informant that has filed a Voluntary Information Disclosure under the SEBI PIT Regulations shall not be required to notify the Company of such filing or seek its prior permission or consent or guidance of any person engaged by the Company, as the case may be, before or after such filing.

10 Penalty for Contravention

10.1 Every Designated Person is individually responsible for complying with the applicable provisions of the Code (including to the extent the provisions hereof are applicable to the Immediate Relatives of the Designated Persons).

10.2 Any person who violates this Code shall be deemed to be in violation of the Company's Code of Conduct, Integrity Code, may be penalized and appropriate action may be taken by the Company, the penalty for which shall be decided as per the discretion of the Compliance Officer after discussion with the Audit Committee, where necessary and whether the violation was intentional or unintentional.

10.3 For a transaction involving the chairman of the Company, the chairman of the Audit Committee shall decide the penalty and whether the violation was intentional or unintentional.

10.4 The Compliance Officer shall report all the breaches of this Code to the Board. In the event of a breach of the SEBI PIT Regulations, the Company shall promptly inform the Stock Exchanges, in the format prescribed in **Form V**, and in any manner as may be specified by SEBI from time to time.

10.5 Designated Persons who violate the Code may also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

10.6 Where necessary, the Company shall inform SEBI and any other applicable regulatory authority for any instances of violation of this Code or the SEBI PIT Regulations which comes to the Company's knowledge. In addition to the action taken by the Company, the Designated Person or his Immediate Relatives who has violated the provisions of this Code shall provide any information required by and comply with any order passed by SEBI or other regulatory authorities under any other applicable laws/rules/regulations.

11 Interpretation or clarification

In case any difficulty or doubt arises in the interpretation of the Code, the matter shall be referred to the Board and their decision shall be final and binding. If the issue involves any act or matter involving the chairman of the Board, the Chairman of the Audit Committee shall decide upon such issue.

12 Enquiries

For any questions regarding whether they possess or have access to Unpublished Price Sensitive Information, Designated Persons or their Immediate Relatives may contact the Compliance Officer.

13 Disclaimer

The Code is the internal Code of the Company to regulate Designated Persons and their Immediate Relatives who may be considered by the Company to be in possession of Unpublished Price Sensitive Information for the purposes of the SEBI PIT Regulations, from communicating and Trading. It is however the responsibility of each Designated Person to ensure compliance with the provisions of the SEBI PIT Regulations and other related laws and also on behalf of their Immediate Relatives. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or their Immediate Relatives, of the SEBI PIT Regulations or other related laws.

14 Provision of Unpublished Price Sensitive Information

Nothing herein contained shall be considered as obligating of the Company in any way to furnish to any Designated Persons or their Immediate Relatives with any Unpublished Price Sensitive Information.

Disclosure by Designated Persons

14.1 Initial disclosure

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, to the Company within seven days of such appointment or becoming a promoter in the prescribed **Form A**.

Designated Persons are required to disclose the following information on a one-time basis:

i. The names of the educational institution from which such Designated Person has graduated;
ii. Name of the past employers of such Designated Person.

14.2 Continual disclosure

(i) All Designated Persons shall disclose/declare in the annual statement of all Securities of the Company held as on March 31 every year, in the format set out in **Form IV** on or before April 25 of the next Financial Year, or time as prescribed by SEBI from time to time

(ii) All Designated Persons shall disclose the names, Permanent Account Number or any other identifier authorized by law along with phone, mobile and cell numbers of the following persons to the company:

a. their Immediate relatives;
b. Persons with whom such Designated Person(s) share a material financial relationship, where 'material financial relationship' refers to 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, or as prescribed under regulations and amended from time to time.

Explanation: It is clarified that the abovementioned information must be shared on an annual basis and also as and when the said information changes.

(iii) All Designated Persons and their Immediate Relatives shall disclose the number of securities acquired or disposed of within 2 (two) Trading Days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakhs) in **Form II**.

14.3 Extension of Disclosure

The disclosures requirements under this Clause 14.2(iii) would be required to be made irrespective of the transaction being pre-approved pursuant to Clause 9.

14.4 Disclosure by Company to Stock Exchange

The Company, within 2 (two) Trading Days of receipt of information received in terms of Clause 14.2(iii) above shall disclose to all Stock Exchanges, or time as prescribed by SEBI from time to time.

Action in case of default
Any contravention of this Code and the SEBI PIT Regulations shall be dealt with in accordance with the Act.

15 Assistance

For Clarifications, assistance, advice on any questions, doubts in the interpretation of this code, please contact Company Secretary & Compliance Officer

Company Secretary & Compliance Officer
Email ID: brajesh.tiwary@neolitezkw.com

16 Modification of this Code

16.1 This Code is framed based on the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. In case of any subsequent amendments to the Regulations which makes any of the provisions in the Code inconsistent, the provisions of the Regulations shall prevail. The Code shall be reviewed or modified by the Board to incorporate the changes as may be felt appropriate by the Board.

16.2 The Compliance Officer may update this Code from time to time only to the extent so as to reflect any changes SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the updated version be issued and published as necessary, without any requirement for approval from the Board.

17 Others

17.1 Any suspected violation of leak of UPSI or violation of the Code can be reported under whistle blower mechanism

17.2 Retaliation for reporting suspected violations is strictly prohibited under this Code. Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination. Provisions of the regulations under this Code shall be applicable to the company from the date when the securities of the company are listed on Stock Exchanges. For the avoidance of doubt, the provisions of this Code shall be applicable in accordance with the timelines and stages prescribed under the Insider Trading Regulations, including when the Company is considered as 'proposed to be listed', at which point the relevant provisions shall become applicable with immediate effect.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP]

Name of the company:_____ ISIN of the Company:_____

Details of Securities 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).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the 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 e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	
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, as amended.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of 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 as on the date			Open Interest of the Option Contracts held as on date		
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:
Name:
Designation:

Annexure to Form A

Name: Employee

Code:

Sr. No.	Particulars	Name	PAN & Address	Phone and mobile number used by persons	No. and % of total Shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse's Father					
5.	Spouse's Mother					
6.	Son					
7.	Son's Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse's Brother					
13.	Spouse's Sister					
14.	If you are member of Hindu undivided					

15.	Name of persons with whom material financial relationship* is shared					

***"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 12 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.

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

Name of the Company: Neolite ZKW Lightings Limited
ISIN of the Company:
Details of change in holding of Securities of Designated Person

Name, PAN, CIN/DIN & address with contact nos.	Category of person (promoter/ Member of the Promoter group/Designated person/Directors/ immediate relative to/others etc.	Securities held prior to acquisition/ disposal	Securities acquired/Disposed	Securities held post - acquisition/ disposal	Date of allotment/ 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, ESOP	Exchange on which trade was executed
.								

		Type of security e.g.- Shares, Warrants, Convertible Debentures, Rights entitlements etc.,	No. & % of Share holding	Type of security e.g.-Shares, Warrants , Convertible Debentures, Rights entitlements etc.,	No.	Val ue	Transaction Type (Buy/ Sale/ Pledge/ Revoke Invoke)	Type of security e.g.-Shares, Warrants, Convertible Debenture, Rights entitlement s etc.,	No. & % of Share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: "Securities" shall have the meaning as defined under regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations,2015, as amended.
Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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	Buy	Sell	

	specifications	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:
Date: Signature:
Place: Designation:

FORM I

FORM FOR PRE-CLEARANCE OF TRANSACTIONS:

[As per clause 9.2 of Code of Conduct to regulate, monitor and report trading by its designated persons and their immediate relatives.]

To
The Company Secretary/Compliance Officer
Neolite ZKW Lightings Limited
[Insert Address]

I intend to sell / purchase securities of the Company, as follows:

sr. No.	Name of the applicant	
1.	Designation	
2.	Department	
3.	Employee Code No.	
4.	Number and value of securities in the Company held as on date Folio No. / DP ID and Client ID	
5.	Nature of proposed trading a) Purchase in the open market b) Sale of securities c) Off-Market deal d) Other	
6.	Proposed date of trading in securities	
7.	No. of Shares proposed to be dealt. DP ID and Client ID	
8.	Price at which the transaction is Proposed	
9.	Current Market Price (as on the date of application)	

I hereby apply for the pre-clearance of the transaction(s) referred above. In relation to the above trading, I undertake that:

i. That I do not have any access, nor have I received any "Unpublished Price Sensitive Information" up to the time of signing this undertaking.
ii. That in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of the Company till the time such information becomes public.
iii. That I have not contravened the Code of Conduct (Insider Trading) for prevention of insider trading as notified by the Company from time to time.
iv. That I have made a full and true disclosure in the matter.
v. That I will go ahead with the transaction only after receiving the required clearance.
vi. That I will execute the order in respect of the securities of the Company within 7 Trading days after the approval of pre- clearance is given, failing which, fresh clearance shall be obtained.
vii. That I shall inform the Company (in Form II) within 2 days of transaction / trading in securities of the Company/end of 7 trading days from pre-clearance approval the details of the securities traded along with securities not traded (in respect of which preapproval had been obtained).

Date: Signature:_____

Place:

FORM II

FORM FOR DISCLOSURE OF TRANSACTIONS

[As per clause 9.5 of code of conduct to regulate, monitor and report trading by its designated persons and their immediate relative.
(To be submitted within two days of transaction / trading in securities of the Company/end of 7 trading days from pre-clearance approval)

To
The Company Secretary/Compliance Officer
Neolite ZKW Lightings Limited
[Insert Address]

Pre-Approval Reference No.:

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company (Reason) _____
- have bought/sold/subscribed to_____securities as mentioned below on_____(date)

Name of holder	No. of securities dealt with	Bought / sold / subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents if sought for:

1. Broker's contracts note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months / undertake that no contra trade shall be entered within a period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription).

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

Signature:
Name:
Designation:
Date:
Place:

FORM III

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

[As per clause 9.3.8 of code of conduct to regulate, monitor and report trading by its designated persons and their immediate relatives

To
The Company Secretary/Compliance Officer
Neolite ZKW Lightings Limited
[Insert Address]

Through: Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Company's' Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, with respect to_____securities of the Company held by me/ (name of immediate relative)/jointly acquired by me on__(date). I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you,
Yours faithfully,

(Signature)
Name:
Designation:
Employee Code No.:

Date:
Place

FORM IV
ANNUAL DECLARATION
[As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

To
The Company Secretary/Compliance Officer
Neolite ZKW Lightings Limited
[Insert Address]

ISIN of the Company:
Financial Year Ending:
Educational Qualification & Name of the Institute (onetime disclosure):
Details of previous employers (onetime disclosure):

Details of Holding as at the end of the financial year:

Name, PAN, CIN/ DIN & address with contact nos.	Category/Status of Person	Securities held at the end of financial year		
		Type of security (For e.g. – Shares, Warrant, Convertible Debenturesetc.)	No. and % of total Shareholding	Value
1	2	3	4	5

Note: In case the designated personnel have no holdings at the end of FY, please provide NIL declaration

(Signature):
Name
Designation

Annexure to Form IV

Name:
Employee Code:

Sr. No.	Particulars	Name	PAN & Address	Phone and mobile number used by persons	No. and % of total Shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse's Father					
5.	Spouse's Mother					
6.	Son					
7.	Son's Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse's Brother					
13.	Spouse's Sister					
14.	If you are member of Hindu undivided					
15.	Name of persons with whom material financial					

	relationship* is shared					

***"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 12 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.

Form V

Report by the Company for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

[For listed companies: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

For Intermediaries/ Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No.	Particulars	Details
1.	Name of the listed company/ Intermediary/ Fiduciary	
2.	Please tick appropriate check box Reporting in capacity of: ✓ Listed Company ☐ Intermediary ☐ Fiduciary	
3.	**A. Details of Designated Person (DP)**	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date - wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned	
	DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4.	Details of violations observed under Code of Conduct	

<table>
<tr><td>5.</td><td>Action taken by Listed company/ Intermediary/ Fiduciary</td><td></td></tr>
<tr><td>6.</td><td>Reasons recorded in writing for taking action stated above</td><td></td></tr>
<tr><td>7.</td><td>Details of the previous instances of violations, if any, since last financial year</td><td></td></tr>
<tr><td>8.</td><td colspan="2">If any amount collected for Code of Conduct violation(s)</td></tr>
<tr><td></td><td>i. Mode of transfer to SEBI - IPEF (~~Online~~/Demand Draft)</td><td></td></tr>
<tr><td></td><td colspan="2">ii. Details of transfer/payment in case of Online:
<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Name of the Transferor</td><td rowspan="5"></td></tr>
<tr><td>Bank Name, Branch and Account Number</td></tr>
<tr><td>UTR/Transaction reference Number</td></tr>
<tr><td>Transaction Date</td></tr>
<tr><td>Transaction Amount (in Rs.)</td></tr>
</table>
In Case of Demand Draft (DD):
<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Bank and Branch</td><td rowspan="4"></td></tr>
<tr><td>DD Number</td></tr>
<tr><td>DD Date</td></tr>
<tr><td>DD Amount (in Rs.)</td></tr>
</table></td></tr>
<tr><td>9.</td><td>Any other relevant information</td><td></td></tr>
</table>

Date:
Place: