

DIGJAM

Code of Internal
Procedures and
Conduct for Regulating,
Monitoring and
Reporting of Trading by
Insiders

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1. Introduction

Insider trading means trading in Securities of a company by its Directors, Employees or other Insiders while in possession of Unpublished Price Sensitive Information (“UPSI”). Such trading by Insiders erodes the investors’ confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (“SEBI”), in its endeavour to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 1992 under the powers conferred on it under the SEBI Act, 1992, which came into effect from November 19, 1992 and the same were made applicable to all companies whose shares were listed on Indian stock exchanges.

To strengthen these regulations and to create a framework for prevention of insider trading to facilitate legitimate business transactions, SEBI had constituted a committee under the Chairmanship of Hon’ble Justice N.K. Sodhi in April 2013. Some of the recommendations of the committee were considered and approved by SEBI and accordingly, Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the “Regulations”) were notified by SEBI on January 15, 2015 which became effective from May 14, 2015. Further, SEBI also constituted Viswanathan Committee to look into the changes required in the aforesaid Regulations. Based on the recommendations of this committee, SEBI vide Notifications dated December 31, 2018 (which will become effective from April 01, 2019) January 21, 2019, July 25, 2019, September 17, 2019, July 17, 2020, October 29, 2020, April 26, 2021, August 5, 2021 and November 24, 2022, made further amendments to the aforesaid Regulations. The Regulations not only regulate trading by insiders but also seek to prohibit insider trading.

It is mandatory in terms of the Regulations for every listed company, intermediary, fiduciary and any other person who is required to handle UPSI in the course of business operations to formulate a Code of Conduct for Prevention of Insider Trading to regulate, monitor and report trading by its Directors, Employees who are Designated Persons and Immediate Relative of Designated Persons and other Connected Persons. In addition, every company whose Securities are listed on a stock exchange, is also required to formulate a Code of Practices and Procedures for fair disclosure of UPSI (hereinafter referred to as “Code of Corporate Disclosure Practices”).

2. Definitions

- a. **“Audit Committee”** means the audit committee of the Company.
- b. **“Board”** means Board of Directors of the Company.
- c. **“Code”** means this Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices, as applicable, including modifications made thereto from time-to-time.

- d. **“Company”** means Digjam Limited.
- e. **“Compliance Officer”** means any 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 of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company;
- f. **“Connected Person”** means:
- i. any person who is or has during six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or any employees of the Company or holds any position including 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.
 - ii. Without prejudice to the generality of the forgoing, 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 specified in clause (i) or holding company or associate company or subsidiary company; or
 - an intermediary as specified in Section 12 of the Act or an employee or directors thereof; or
 - an investment company, trustee company, assets management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - a member of board of trustees of a mutual fund or a member of the board of directors of the assets management company of a mutual fund or is an employee thereof; or
 - a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - an official or an employee of a self- regulatory organization recognized or authorized by the Board; or
 - a banker of the Company; or
 - a concern, firm, trust, Hindu undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten percent, of the holding or interest;
 - a person sharing household or residence with a connected person.
- g. **“Designated Persons”** shall mean persons designated by the Board in consultation with the Compliance Officer, who are covered under the Code on the basis of their role and

function in the Company and the access that role and function provides to UPSI in addition to seniority and professional designation and shall include: -

- i. Employees of the Company, designated on the basis of their functional role or access to UPSI.
 - ii. Employees of material subsidiaries of the Company designated on the basis of functional role or access to UPSI.
 - iii. All promoters of the Company.
 - iv. Managing Director of the Company and employees up to two-levels below the Managing Director of the Company and its material subsidiaries irrespective of their functional role in the Company or their ability to have access to UPSI.
 - v. All Directors.
 - vi. Any support staff of the Company, such as IT staff or secretarial staff who have access to UPSI.
 - vii. Such other Employees as may be decided by the Board of Directors / Managing Director / Compliance Officer on case to case basis.
- h. **“Director”** means a member of the Board of Directors of the Company.
- i. **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- j. **“Fiduciaries”** means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.
- k. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.
- l. **“Intermediary”** means an intermediary registered with SEBI.
- m. **“Immediate Relative”** means the spouse of the person, and includes parent, sibling and child of such person or of the spouse, any of whom is either financially dependent on the person or consults the person in taking decisions relating to trading in securities.
- n. **“Insider”** means as defined under Clause 2(1)(g) of the Regulations, which means any person who is a Connected Person or in possession of or having access to Unpublished Price Sensitive Information.
- o. **“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.
- p. **"Promoter" and "Promoter Group"** shall have the respective meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- q. **"Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- r. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
"Trading Day" means a day on which the recognized stock exchanges are open for trading.
- s. **"Trading in Securities"** means and includes an act of subscribing, buying, redeeming, switching, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell or deal in any Securities of the Company and "trade" shall be construed accordingly.
- t. **"Unpublished Price Sensitive Information ("UPSI")"** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions; and
 - 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 mis-statement 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 named 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.

- u. **"Whole-Time Director"** shall have the same meaning as defined in sub-section (94) of Section 2 of the Companies Act, 2013.

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Regulations.

3. Code of Conduct for Prevention of Insider Trading:

Pursuant to the provision of regulation 9 of the Regulations, the Board of the Company has ensured that the Managing Director or a Whole-Time Director has formulated the Code of Conduct for Prevention of Insider Trading, with the Board's approval, to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives towards achieving

compliance with the Regulations, adopting the minimum standards set out in Schedule B to the Regulations, without diluting the provisions of the Regulations in any manner.

4. Compliance Officer:

The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.

- a. The Compliance Officer shall report to the Board of the Company and in particular, shall provide quarterly/half-yearly/annual reports to the Chairman of the Audit Committee.
- b. The Chief Financial Officer shall hold the position of the Compliance Officer so long as he/she remains the Chief Financial Officer. In the event of the office of the Chief Financial officer falling vacant till such time a successor is appointed, the persons(s) responsible for the Chief Financial Officer function shall, in the interim period act as the Compliance Officer.

In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents, relating but not limited to, the Securities of the Company.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

5. Role and Duties of Compliance officer:

The Compliance Officer shall be responsible for:

- i. setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee, as the case may be.
- ii. prescribing procedures for various activities referred to in the Code.
- iii. compliance with the policies and procedures referred hereinabove.
- iv. monitoring adherence to the provision for preservation of UPSI.
- v. identify the persons who shall be regarded as Designated Persons to be covered by the Code, including those mentioned under Regulation 9(4), on the basis of their role and function in the organization including access to UPSI by virtue of that role and function in addition to seniority and professional designation.
- vi. grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- vii. implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- viii. The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code. The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons and their Immediate Relatives along with

- the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly /annual basis.
- ix. In the event that the Compliance Officer is privy to any UPSI, any pre- clearance for Trading in Securities will be provided by the Managing Director and Whole time Director.
 - x. Undertaking such things as provided in the Regulations from time-to-time

6. Structural Digital Database

The Board shall ensure and authorize the Compliance Officer to maintain a structured digital database 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.

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 SEBI/Stock Exchanges regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

7. Handling of UPSI

Preservation and Sharing of UPSI, and maintaining confidentiality:

Designated Persons shall maintain the confidentiality of all UPSI coming into their possession or control.

To comply with this confidentiality obligation, the Designated Persons shall not:

- i. communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- ii. discuss UPSI in public areas, or
- iii. disclose UPSI to any Employee who does not need to know the information except for the furtherance of legitimate purpose, performance of duties or for discharging of legal obligations, or
- iv. recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI, or
- v. be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

Need to Know:

The Designated Persons who are privy to UPSI, shall handle the same strictly on a “Need to Know” basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

Legitimate Purpose:

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

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations.

Limited Access to Confidential Information

Designated Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- i. files containing confidential information shall be kept secure.
- ii. Computer files must have adequate security of login through a password.
- iii. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time in consultation with the person in charge of the information technology function.

Designated Person

The Compliance Officer shall maintain a list of Designated Persons or any other persons with whom UPSI is shared with the purpose for which such information was shared.

8. Chinese Wall

- i. While dealing with or handling UPSI within the Company, the Company shall establish norms for appropriate Chinese Walls procedures and processes for permitting any Designated Person to cross the wall (collectively “Chinese Walls”) designed to manage confidential information and prevent the inadvertent spread and misuse of UPSI, or the appearance thereof.
- ii. Chinese Walls shall be used to separate areas that have access to UPSI (“Insider Areas”) from those who do not have such access (“Public Areas”) within the Company.
- iii. Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or UPSI to anyone in public area without the prior approval of Compliance Officer.

- iv. Designated Persons within a Chinese Wall shall 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
- v. A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer and shall be subject to all restrictions that apply to such areas.
The establishment of Chinese Walls does not mean or imply that UPSI can circulate freely within Insider Areas.
- vi. Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer should be informed of all instances wherein a person has wall-crossed (at the time of such wall – crossing), so as to enable the Compliance Officer to maintain appropriate records in this regard. The Compliance Officer shall duly record reasons for crossing the wall in writing. Such persons shall be made aware of the duties and responsibilities attached to the receipt of UPSI, and the liability that attaches to misuse or unwarranted use of such information.

9. Trading Window

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.

Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons and their Immediate Relatives when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have possession of UPSI, including but not limited to the following purposes-

- a. declaration of financial results;
- b. declaration of dividends;
- c. change in capital structure;
- d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions.
- e. changes in key managerial personnel; and
- f. such other information as determined by the Board of Directors/Whole time Director/Managing Director /Chief Operating Officer/Chief Financial Officer from time to time.

With respect to declaration of financial results, the Trading Window shall remain closed from a date that is 7 days prior to the end of the respective quarter, half-year, or financial year, as the case may be, till 48 hours after the declaration of the financial results.

As regards declaration of dividend and other matters referred to in (c) to (e) above or any other matters as the Board or Whole-Time Director and Managing Director decide then, the Whole-time Director and Managing Director shall, well before initiation of such activity/project, form a core

team of Employees who would work on such assignment. The Whole-time Director and Managing Director shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned and the Trading Window would be regarded as closed for them. Such core team may share information related to the activity/project with any Designated Person only for the furtherance of legitimate purposes and on a need to know basis for any advice or guidance required from such Connected Person, provided that such person are bound by confidentiality and undertake not to breach the Regulations. Further, where the activity/project relates to a listed company, the name of such listed company will be deemed to be included in the “restricted list” which is confidentially maintained by the Compliance Officer. The Compliance Officer shall use the restricted list as the basis for approving or rejecting applications for pre-trading.

The Trading Window shall be opened 48 (Forty-Eight) hours after the information referred to above becomes generally available. The gap between clearance of accounts by Audit Committee and the Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

The Trading Window restrictions as referred above shall not apply in respect of:

- a. transactions specified in clauses (i) to (iv) and (vi) of the proviso to Regulation 4(1) of the Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the Regulations;
- b. transactions which are undertaken in accordance with the Regulations 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 Board from time to time.

10. Pre-clearance of deals in securities

Applicability:

Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed here under for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives. Such pre-trading approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any calendar quarter exceeds Rs. 10 lakhs (market value).

Pre-trading Procedure:

For the purpose of obtaining a pre-trading approval, the concerned Designated Person shall make an application in the prescribed form (see Annexure 1) to the Compliance Officer. (The Compliance Officer should submit his/her application for pre-trading approval to the Whole-time Director and Managing Officer.) Such application should be complete and correct in all respects and should be accompanied by such undertakings and declaration (see Annexure 2) indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time. Such application for pre-trading approval with enclosures may preferably be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent to the address specifically dedicated for this purpose i.e. info.deepdiamondltd@gmail.com

No Designated Person shall apply for pre-trading approval if such person is in possession of UPSI, even if the Trading Window is not closed.

Approval:

- a. The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same Trading Day but not later than the next Trading Day unless he/she is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection may preferably be conveyed through electronic mail and if no such approval / intimation of rejection is received within a period of 2 (two) Trading Days, the applicant can presume that the approval is deemed to be given. While considering the application, the Compliance Officer shall have due regard to whether the declaration provided in Annexure 2 is reasonably capable of being rendered inaccurate.
- b. Every approval letter shall be issued in such format (see Annexure 3) as may be prescribed by the Company from time to time. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.
- c. In the absence of the Compliance Officer due to leave etc., the Employee designated by him/her from time to time, not being below - one level below the CFO and part of the Finance or Compliance Department shall discharge the function referred to in (a) above.

Completion of Pre-cleared Trading:

- a. All the Designated Persons shall ensure that they / their Immediate Relatives complete execution of every pre-cleared deal in the Company's Securities as prescribed above no later than 7 (seven) Trading Days from the date of the approval. The Designated Person shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form (see Annexure 4). In case the transaction is not undertaken, a report to that effect shall be filed (see Annexure 4).
- b. If a deal is not executed by the concerned Designated Person / Immediate Relatives pursuant to the approval granted by the Compliance Officer within 7 (seven) Trading Days, the Designated Person shall make a fresh application, once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.
- c. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Trading Plans:

The Regulations recognize the concept of Trading Plans. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

Holding Period:

- a. All Designated Persons shall hold their investments in the Securities of the Company for a minimum period of 6 months in order to be considered as being held for investment purposes. This holding period shall also apply to subscription in the primary market and shall, in such case, commence when the Securities of the Company are actually allotted.
- b. In case the sale of Securities of the Company is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer after recording his reasons in this regard.

11. Institutional Mechanism for Prevention of Insider Trading

The Managing Director or Whole-time Director of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The internal controls include the following:

- a. all employees who have access to UPSI shall be identified as Designated Persons;
- b. all UPSI shall be identified, and its confidentiality shall be maintained as per the requirements of the Code and Regulations;
- c. adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code;
- d. lists of all employees and other persons with whom UPSI is shared shall be maintained in the digital database 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 Code shall be complied with;
- f. periodic process review, on an annual basis shall be conducted by the Internal Audit Team of the Company to evaluate the effectiveness of internal controls in place.

The Board shall ensure that the Managing Director or the Whole time Director ensures compliance with Regulation 9(1) and 9(2) and Regulation 9A(1) and(2).

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

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

The Company should have a whistle-blower policy which should be available on the website of the Company. The Company shall also take steps to create awareness amongst its employees to enable them to report instances of leak of any UPSI.

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

12. Amendments

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly.

ANNEXURE 1**SPECIMEN OF APPLICATION FOR PRE-TRADING APPROVAL**

Date: _____

Internal use

Recd. date and time:

Sign:

To,

The Compliance Officer

Digjam Limited

APPLICATION FOR PRE-TRADING APPROVAL IN SECURITIES OF THE COMPANY

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading of the Company, I seek approval for purchase/sale/subscription of Securities (including derivatives) (Give Description) of the Company as per the details given below

NAME OF APPLICANT:

State whether the person on behalf of whom the application is being made is:

- a. Director
- b. Designated person
- c. Immediate Relatives

DESIGNATION _____

#EMPLOYEE NO. _____ #DEPARTMENT __

LOCATION _____

to be filled only by Employees

DIGJAM LIMITED**PIT Code**

Nature of transaction	*Name of Proposed Buyer/Seller	No. of Securities	** Previous approval no. and date of purchase /allotment	***Previous approval no. and date for sale/allotment	DP/BEN ID of the account / folio no. where the securities will be credited/debited	No. of Securities held in such Account /Folio No.
					DP ID BEN ID	
					FOLIO NO.	

* applicable for off market transaction

** applicable only if the application is in respect of sale of Securities (including derivatives)

*** applicable only if the application is in respect of sale of Securities (including derivatives) for which an earlier purchase sanction was granted by the Compliance Officer.

I enclose herewith the form of Undertaking signed by me. Yours faithfully,

(Signature of Applicant)

Note: This application has to be preferably submitted through electronic mail at the dedicated email id info.deepdiamondltd@gmail.com and may be followed by a hard copy.

ANNEXURE 2FORMAT OF UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- TRADINGUNDERTAKING/DECLARATION

To,
The Compliance officer
Digjam Limited

I, _____ resident of _____ hereby declare, that I am a Designated Person of Deep Diamond India Limited

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information [as defined in the Code of Conduct for Prevention of Insider Trading of Deep Diamond India Limited (the Code)] and that this transaction is not linked to any unpublished price sensitive information with respect to the Securities of the Company up to and at the time of signing this Undertaking/Declaration.

In case I have access to, or I receive any Unpublished Price Sensitive Information after signing this Undertaking/Declaration but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and refrain myself and shall also ensure that my Immediate Relatives would completely refrain from Trading in the Securities (including derivatives) of the Company till the time such Unpublished Price Sensitive Information becomes generally available. fourth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I declare that I have not contravened the Code as adopted by the Company from time to time. I undertake to submit the necessary post-trading report within two Trading Days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

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

(Signature of the Applicant)

Date:

DIGJAM LIMITED

PIT Code

ANNEXURE 3**FORMAT FOR PRE-TRADING APPROVAL LETTER**

Date: __

Approval No: _____

To,

Mr. /Mrs. _____

#Emp. No.: ____

#Designation: _

PRE-TRADING APPROVAL/DISAPPROVAL – Your application dated

Dear Mr. /Mrs.

With reference to your above application (copy enclosed) seeking approval for undertaking certain transactions in Securities (including derivatives) of the Company detailed therein, please be informed that you are / your Immediate Relative _____ is hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application.

*[This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till (i.e., for {7} trading days from date hereof). If you / your Immediate Relative do (es) not execute the approved transaction /trade on or before this date you would have to seek fresh pre-trading approval before executing any transaction/deal in the Securities (including derivatives) of the Company. Further, you are required to file the details of the executed transactions in the attached format within two {2} Trading Days from the date of transaction/deal. In case the transaction is not undertaken a –Nil report shall be necessary.]

Yours truly, Compliance Officer

*Encl: Format for submission of details of transaction (Annexure 4)**# to be filled only by Employees*** Applicable only in case of approval*

ANNEXURE 4**FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

[To be submitted within 2 Trading Days of transaction/Trading in Securities (including derivatives) of the Company]

To,
The Compliance Officer
Digjam Limited

Dear Sir,

Details of pre-approved transaction

Ref: Your Approval letter No. _____ **dated** _

I hereby inform you that I / my _____

have not bought/sold/subscribed any Securities (including derivatives) of the Company

OR

have bought / sold / subscribed to _____ Securities (including derivatives) (Give Description) as mentioned below on _____ (Insert Date)
(To strikeout whichever is not applicable)

Name of holder	** First or joint holder	No. of Securities (including derivatives) dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. (for physical) where the Sec. will be debited & credited	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

Broker's contract note

DIGJAM LIMITED

Proof of payment to/from brokers

Extract of bank passbook/statement (to be submitted in case of demat transactions). Copy of Delivery instruction slip (applicable in case of sale transaction)

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

I declare that my dealing in these Securities (including derivatives) would in no manner be in violation of the provision of the Code, the Regulations and particularly the provisions pertaining to contra trade.

I agree not to enter into any contra trade for a period of [six months] from the date of the aforesaid transaction.

In case there is any urgent need to sell these Securities (including derivatives) within the said period, I shall approach the Company (Compliance Officer) for necessary approval.

Yours truly,

Signature: _____ Name: _ #Emp. No: _____ #Dept./ Div. _____

to be filled in only by Employees