

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS AND ITS IMMEDIATE RELATIVES

(Amended by the Board of Directors of the Company on February 3, 2023 and shall take effect from February 3, 2023)

1. PREAMBLE

Brightcom Group Limited (“the Company”) is a Public Limited Company, incorporated under the Companies Act, 1956. Equity shares of Brightcom Group Limited are listed on the BSE Limited and National Stock Exchange of India Limited, subject to rules and regulations issued by the Securities and Exchange Board of India.

The Board of Directors of the Company has adopted this Code of Internal procedure and conduct for regulating, monitoring and reporting of trading by Designated Persons and their immediate relatives (“**the Code**”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI Regulations**”) as amended thereto from time to time.

The SEBI Regulations prohibit an Insider from Trading in the securities of a Company listed on any Stock Exchange having possession of any Unpublished Price Sensitive Information (“**UPSI**”)

The SEBI Regulations prohibit the communication of UPSI to any person except as required under the SEBI Regulation. Further, procuring any person to Trade in the Securities of any Company on the basis of UPSI is also prohibited under SEBI Regulations and the Securities laws. Violations of the SEBI Regulations and the Securities Laws subject Insiders to serve penalties including fines and imprisonments.

2. DEFINITIONS:

2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992 as amended thereto from time to time.

2.2 “**Board**” means the Board of Directors of the Company.

2.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by designated persons and their immediate relatives of Brightcom Group Limited towards achieving compliance with the Regulations and as amended from time to time in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendments thereof from time to time.

2.4 “**Company**” means Brightcom Group Limited.

2.5 "**Compliance Officer**" shall mean Company Secretary or such other senior officer, designated so, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company for the purpose of this Regulation.

Explanation—For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

2.6 “**Connected Person**” means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a 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 an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

- i) a banker of the Company; or
- j) 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 per cent, of the holding or interest.

2.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

2.8 **“Designated Person (s)”** shall include following persons:

1. Directors of the Company and its material subsidiary;
2. Key Managerial Personnel (KMP's) as per the Companies Act, 2013;
3. All promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
4. Every employee in the grade of Vice president and above;
5. Every employee in the grade of Manager and above in the Accounts, Taxation, Treasury, Finance, Legal, Information Technology and Secretarial Departments of the Company and in the Corporate Office or any other support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information;
6. Chief Executive Officer and employee upto two levels below Chief Executive Officer of intermediary, fiduciary and material subsidiary irrespective of their functional role or ability to have access to unpublished price sensitive information;
7. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
8. Employees of intermediaries or fiduciaries designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
9. Any other employee as may be determined by the Compliance Officer from time to time.

2.9 **“Director”** means a member of the Board of Directors of the Company from time to time.

2.10 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.

2.11 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

- 2.12 "**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- 2.13 "**Insider**" means any person who is:
- I. a connected person, or
 - II. in possession of or having access to unpublished price sensitive information
 - III. In receipt of Unpublished Price Sensitive Information pursuant to legitimate purpose.
- 2.14 "**Key Managerial Person**" means person as defined in Section 2(51) of the Companies Act, 2013.
- 2.15 "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or 2018 or any modification thereof.
- 2.16 "**Promoter group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;]
- 2.17 "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund; `
- 2.18 "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 2.19 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 2.20 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- 2.21 "**Unpublished Price Sensitive Information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) Financial results;
 - (ii) Dividends
 - (iii) Change in capital structure;

- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel; and

2.22 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in the code or the regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3. SHARING AND PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”:

3.1 Sharing of UPSI

All Unpublished Price Sensitive Information (UPSI) / confidential information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations and for legitimate purpose as provided hereunder and not to evade or circumvent the provisions of the Regulations:

- a. Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
- b. Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
- c. Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
- d. Sharing of relevant UPSI with persons who have expressly agreed in writing in the form of agreement to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the Company's securities on the basis of such information;
- e. Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.
- f. Before sharing of the UPSI, the concerned Designated Person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Insider Trading Code.

- g. In the event of sharing of Unpublished Price Sensitive Information between departments, the consent of the relevant head of the department would be required to be obtained explaining the need and necessity of sharing such information before the information is shared.

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

- Entails an obligations to make an open offer under the SEBI takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company or;
- Is not attracting the obligation to make an open offer under the SEBI takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being affected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

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

3.2 Preservation or limited access to UPSI

- a) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.
- b) Structured digital database shall be maintained containing the names of such employees or persons or entities as the case may be with whom UPSI is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Further confidentiality agreements shall be signed or notice shall be served to all such employees or persons or entities to maintain confidentiality of such UPSI in compliance with the Regulations.
- c) To prevent the misuse of confidential information / UPSI, the Company adopts a 'Chinese Wall' policy as mentioned below.

CHINESE WALL

To prevent any misuse of Unpublished Price Sensitive Information, the Company has adopted a “Chinese Wall” which separates those areas of the Company which routinely have access to or is reasonably be expected to have access to Unpublished Price Sensitive Information such as the Finance and Accounts, Legal, Secretarial & Compliance Department, MD’s Office, Grievance Department etc be considered as “Inside Areas” from those areas which deal with Customer, Market Operations, Human Resource and such other departments providing support services shall be considered as “Public Areas”.

As per the said Chinese Wall:

- The employees in the inside areas are not permitted to communicate any unpublished price sensitive information to anyone in the public areas.
- The employees in Inside Areas may be physically separated from the employees in Public Area.
- The Compliance officer in consultation with the Board/MD/CEO shall demarcate different departments as Inside and Public Areas.
- In exceptional circumstances employees from the Public Area may be allowed to “cross the wall” and give unpublished price sensitive information but only on “need-to-know basis” in order to discharge their official duties and not in any other case.

3.3 Prevention of UPSI

The Designated Persons and/ or immediate relative shall not enter into an opposite transaction i.e. sell or buy any number of securities of the Company during the next six months following the prior transaction. In case of any opposite transaction be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that the aforesaid restriction shall not be applicable for trades carried out in accordance with an approved trading plan or to exercise of stock options.

The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

The Designated Persons and/ or immediate relative shall conduct their trading in securities only during the Transaction Period.

4. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION ('UPSI')

An Insider shall not, directly or indirectly,-

- i. Trade in securities of the Company when in possession of UPSI.
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided the restriction in above shall not apply to:

- a) A transaction that is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of the regulations and both parties had made a conscifeous and informed trade decision;
- b) The transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulations and both parties had made a conscious and informed trade decision;
- c) The transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) The transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) In the case of non-individual insiders:
 - i. the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - ii. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;and
- f) A Trade pursuant to a trading plan set up in accordance with the code and regulation.

4.1 TRADING PLAN:

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for the approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

The above Trading plan would provide an opportunity to the Insiders, who may expected to be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner.

4.2 TRADING PLAN SHALL:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

4.3 The Compliance Officer shall review the Trading Plan made as above to assess whether the plan would have any potential for violation of the Code and he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the SEBI Regulations. Further no pre-clearance of trades or applicability of trading window norms and restrictions on contra trade would be required for such trades.

4.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Provided further that Non Transaction period norms and restrictions on opposite transaction shall not be applicable for trades carried out in accordance with an approved trading plan.

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

5. TRADING WINDOW:

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated person will, during that period, often possess unpublished price sensitive information. During such sensitive times, Designated person and their immediate relatives will have to forego the opportunity of trading in the Company's securities. They shall not deal in the securities of the Company when the trading window is closed.

5.1 TRADING WINDOW AND WINDOW CLOSURE:

- a. The trading period, i.e. the trading period of the stock exchanges, called 'trading window' is available for trading in the Company's securities.
 - b. The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published. However, if necessary or essential then the Trading restriction can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The applicability of such trading restriction shall be decided by the Compliance Officer after consultation with CFO and Executive Directors of the Company. Further, the gap between clearance of accounts by audit committee and board meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.
 - c. When the trading window is closed, the Insiders shall not trade in the Company's securities in such period.
 - d. All Designated Person and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
 - e. The trading window may be re-opened after closure, not earlier than 48 hours after the Unpublished Price Sensitive Information in question becomes generally available.
- 5.2 The trading window shall be closed when the Compliance officer determines that a designated person or class of designated persons and their immediate relatives can reasonably be expected to have possession of UPSI. The Compliance Officer shall also intimate the closure of trading window to all the designated person of the Company when he/she determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. The closure of trading window shall also

be intimated to the Stock Exchanges where the securities of the Company are listed. The period during which the trading window is closed shall be termed as prohibited period.

- 5.3 All the designated person of the Company shall conduct all their dealings in the securities of the Company only when trading window is open.

6. PRE-CLEARANCE OF TRADES:

All the Designated Persons (or on behalf of their immediate relative) of the Company, who intend to deal in the securities of the Company when the trading window is open, whether in one transaction or in a series of transactions over any calendar quarter, in excess of 40000 shares or above Rs. 20 Lakhs (Market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction.

6.1 PRE-DEALING PROCEDURE:

- 6.1.1 An application for pre-clearance of trade shall be made to the Compliance Officer alongwith an Undertaking (Annexure - I) in favour of the Company by the Designated Persons
- 6.1.2 The Compliance Officer shall scrutinize the pre-clearance application within 2 working days from the date of receipt of application and convey his approval of pre-clearance in Annexure - II. The decision of the Compliance Officer in this respect shall be final. The Compliance Officer shall retain copies of all applications and approvals.
- 6.1.3 The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve trading by the Designated Person, on the condition that the trade so approved shall be executed within Seven trading days from the date of approval.
- 6.1.4 The Designated Person shall, within two trading days of the execution of the trade, submit the details of such trade to the Compliance Officer as per Annexure –III. In case the transaction is not executed, a report to that effect shall be filed, along with the reasons for not executing such trade.
- 6.1.5. If the pre-cleared trade is not executed within Seven trading days after the approval is given, the Designated Person must secure fresh pre-clearance of the transaction again.

- 6.1.6. In case of trading by the Compliance Officer, pre-clearance from the Managing Director shall be obtained.
- 6.1.7. Once a trade is executed by a designated person (i.e. buy or sell any number of securities irrespective of value of such trade), the trader he/she shall not execute a contra trade (opposite trade i.e. sell or buy any number of securities) within six months from the date of execution of the pre-cleared such prior trade. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be remitted for credit to the Investor Protection and Education Fund administered by SEBI. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- 6.1.8. No pre-clearance shall be provided to a trade if the same is in nature of contra trades within six months of the last executed trade.
- 6.1.9. In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive off the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in Annexure – IV.

7. OTHER RESTRICTIONS:

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code and Regulation.

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

8.1 Initial Disclosure:

Every Promoter, member of the promoter group, Key Managerial Personnel, Director of the Company, within thirty days of these rules taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them in "Form -A".

Every Person on appointment as Director/ Key Managerial Personnel / or upon becoming a promoter or member of the promoter group of the Company as such shall disclose to Company in "Form - B", the number of shares or voting rights in the Company held by them within 7 days of so becoming a Director/ Key Managerial Personnel / Promoter/ Member of Promoter Group.

8.2 Continual Disclosure:

Every Promoter, member of the promoter group, designated person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten Lakhs. (Form -C)

The disclosures under this clause shall be sent to the Compliance Officer of the Company.

The Compliance Officer shall intimate to the Stock Exchange, on which securities of the Company are listed, details of the trade, within 2 trading days of the receipt of Continual Disclosure or from becoming aware of such information.

8.3 Disclosure by Other Connected Persons:

The Company may at its discretion require any other connected person or class of connected persons, other than the persons under clause 8.2 above, shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten Lakhs. (Form -D)

The disclosures under this clause shall be sent to the Compliance Officer of the Company.

8.4 Annual Disclosure:

Every Designated person shall disclose the names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis in Annexure-F and as and when the information changes:

- (a) Immediate relatives of such designated person; and
- (b) Persons with whom such designated person shares a material financial relationship.

Explanation- The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

Every Designated person shall also disclose Phone and mobile /cell numbers which are used by them and the above persons.

Further, all Designated Persons and their Immediate Relatives shall be required to forward following details of their transactions in the securities of the Company to the Compliance Officer on an annual basis as provided in Annexure-E.

9. DISSEMINATION OF PRICE SENSITIVE INFORMATION:

9.1 No information shall be passed by insider by way of making a recommendation for the purchase or sale of securities of the Company.

9.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided.
- Develop best practice to make transcript or records of proceedings of meeting with analyst and other investor relations conference on the official website to ensure official confirmation and documentation disclosure made

10. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

10.1 Every Insider shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

10.2 Any Designated person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

10.3 Designated person who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension and termination of employment, recovery, clawback, ineligibility for future participation in employee stock option plans and such other actions as may be deemed appropriate by the Company.

10.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

11. MISCELLANEOUS:

- 11.1 Any employee of the Company who becomes aware of any violation by an insider shall immediately intimate the Compliance Officer about such violation or non-compliance. The information provided by such employee shall be treated as confidential and shall not be disclosed.
- 11.2 If any employee has any query/question about this code or its application to any proposed transaction, the same shall be addressed to the Compliance Officer.
- 11.3 The Board of Directors shall be empowered to amend, modify, interpret these Rules and such rules shall be effective from such date that the Board may notify in this behalf.
- 11.4 The Compliance Officer shall place before the Audit Committee of the Board of the Company, on a Quarterly basis, all the details of the dealing in the securities by the Designated Person of the Company and the accompanying documents that such persons had executed under the pre-clearing procedure as envisaged in this code.
- 11.5 The Compliance officer shall maintain a) updated list of Designated Persons and/or their immediate relatives, b) Records of all the declarations, disclosure and pre-clearance applications and Undertakings for a period of five years.
- 11.6 The Company shall require all Designated Persons and their immediate relatives to formulate and adhere to a Code of Conduct to achieve compliance with these Rules. In case such person observes that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly.
- 11.7 In case the Compliance Officer is not available either on account of his/her being on leave or any other reason for a period of 7 days or more, he/she shall delegate his/her authority to any executive as he/she may deem fit an appropriate who shall act as Compliance Officer during the period of his/her absence.
- 11.8 In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the same shall be informed to SEBI.

Forms relating to reporting requirements under this code are as follows:

| Forms | Particulars | Compliance & Time Line |
|-------------------------|---|--|
| Internal Forms | | |
| Annexure- I | Application cum Undertaking for Pre-clearance of trade. | Designated Person intending to deal in securities in excess of 10,000 shares or above Rs. 20 Lakhs (Market value) or 1% of total shareholding, whichever is less shall apply for pre-clearance with the Compliance Officer. |
| Annexure – II | Pre-clearance Order | The Compliance Officer after being satisfied with the application for pre-clearance from the Designated Person may grant pre-clearance order. |
| Annexure - III | Disclosure of Transactions Undertaken | Designated Person shall disclose within 2 days of transaction/ dealing in securities the trading details to the Compliance Officer. |
| Annexure - IV | Application for waiver of minimum period for Contra trade | Apply in case of emergency (reasons recorded in writing) the 6 months period to abstain from contra trade may be waived by the Compliance Officer |
| Disclosure Forms | | |
| Form A | First Disclosure | First Disclosure after the Code is adopted. |
| Form B | Initial disclosure | Disclose within 7 days of Appointment as a Director/ Key Managerial Personnel or becoming a promoter and member of promoter group |
| Form C | Continual Disclosure | Disclose within 2 trading days – Every promoter(s)/ designated person / director is required to inform of trading/ dealing in securities if value of securities (whether in one transaction or more transactions during a calendar quarter) is more than Rs. 10,00,000/- (Rupees Ten lakh) |
| Form D | Disclosure by Connected Persons | Disclose within 2 trading days – Connected person is required to inform of trading/ dealing in |

| | | |
|---------------|-------------------|--|
| | | securities if value of securities (whether in one transaction or more transactions during a calendar quarter) is more than Rs. 10,00,000/- (Rupees Ten lakh) |
| Form E | Annual Statement | Designated Person to report securities held as on 31st March on an annually basis by 30 th April. |
| Form F | Annual Disclosure | Annual Disclosure for Designated Persons and their immediate relative |

ANNEXURE I

APPLICATION CUM UNDERTAKING FOR PRE-CLEARANCE OF TRADE.

Date: _____

To
The Compliance Officer,
Brightcom Group Limited
(ISIN: INE425B01027)

Designated Person Details

| | | | | | | | | |
|--------------|---|-------|----------------------------|---|-------|-------------|---|-------|
| Name | : | _____ | Folio No./ Client ID/DP ID | : | _____ | Designation | : | _____ |
| Employee No. | : | _____ | PAN No. | : | _____ | Department | : | _____ |

With reference to the Company's Code of Conduct to Regulate, Monitor and Report Trading By Designated person and their immediate relatives, I seek your approval for myself and/or on behalf of my Immediate Relative i.e. Mr./Ms. _____ and will be carried out purchase/sell(nos.) equity shares of the Company. I/ We hereby declare that the shares to be sold have been held by me/ us for minimum period prescribed in the Code.

DETAILS OF SHAREHOLDING OF DESIGNATED PERSONS AND / OR IMMEDIATE RELATIVES:

| Name | Relationship | No. of shares held | Folio No./ DP ID/ Client ID | Nature of transaction for which approval is sought (Buy/Sell) | No. of shares to be dealt | Proposed Date of dealing in securities |
|------|--------------|--------------------|--------------------------------|--|------------------------------|--|
| | | | | | | |

UNDERTAKING FOR PRE-CLEARANCE

I hereby state that:

- I/ we do not have access to nor do I have any "Unpublished Price Sensitive Information" ("UPSI") up to the time of signing this undertaking;
- In case, I/ we receive any UPSI after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- I/ we have not contravened the provisions of the Code as notified by the Company from time to time;
- I/ we have made full and true disclosure in the matter;
- I/ we will execute the order in respect of the securities within seven days after approval is granted by Compliance Officer, failing which I shall apply for pre-clearance again from the Compliance Officer;
- I/ we shall not execute a contra-trade for a minimum period of 6 months. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Date & Signature of the Applicant _____

ANNEXURE II

PRE-CLEARANCE ORDER

To

Name _____

Designation _____

Place _____

This is to inform you that your request for dealing in _____ (nos.) shares of the Company mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is seven days from today.

In case you do not execute the approved transaction/ deal on or before the aforesaid date you will have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to fill the details of the executed transactions in the attached format within 2 trading days from the date of aforesaid transaction/deal. In case the transaction is not undertaken a "NIL" Report, along with reasons for non-execution of transaction shall be necessary.

Yours Faithfully,

For Brightcom Group Limited

Compliance Officer

Date: _____

Encl.: Annexure III - Format for submission of details of transaction.

ANNEXURE III

DISCLOSURE OF TRANSACTIONS

(TO BE SUBMITTED WITHIN 2 TRADING DAYS OF TRANSACTION/DEALING IN SECURITIES OF THE COMPANY)

To,
The Compliance Officer,
Brightcom Group Limited (ISIN: INE425B01027)

I hereby inform that I have bought /sold/subscribed to _____ securities of the Company as mentioned below on _____ (date).

| Name of the Holder | Number 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 ____ years and produce to the Compliance Officer/SEBI any of the following documents:

1. Brokers Contract 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 6 months. In case there is an urgent need to sell the securities within the said period, I shall approach the Compliance Officer for necessary approval.

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.

Name: _____

Signature: _____

Date: _____

ANNEXURE IV

APPLICATION FOR WAIVER OF MINIMUM PERIOD FOR CONTRA TRADE

To,
The Compliance Officer,
Brightcom Group Limited (ISIN: INE425B01027)

Employee Details

Name: _____

Employee No.: _____

Designation: _____

Department: _____

Through Division / Department Head

Dear Sir,

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

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

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

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Thanking you,
Yours faithfully,

Name & Signature

FEEDBACK ON OUTCOME OF THE APPLICATION

Approved/ Disapproved:

In case approved, transaction of sale _____ (nos.) shares to be completed by _____ (date).

Reasons:

Date & Signature of the Compliance Officer _____

Form A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the Company: _____

ISIN of the Company: _____

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

| Name, PAN, CIN/DIN & Address with Contact Nos. | Category of Person (Promoters and promoter group / KMP / Directors / immediate relatives / others etc.) | Securities held as on the date of regulation coming into force | | % of Shareholding |
|--|---|---|-----|-------------------|
| | | Type of security (for e.g. – Shares, Warrants, Convertible Debentures etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 |

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, Member of Promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Open Interest of the Future contracts held as on the date of regulation coming into force | | | Open Interest of the Option Contracts held as on the date of regulation coming into force | | |
|---|---------------------------------------|-------------------------------|---|---------------------------------------|-------------------------------|
| Contract Specifications | Number of Units (Contract * Lot Size) | Notional value in Rupee Terms | Contract Specifications | Number of Units (Contract * Lot Size) | Notional value in Rupee Terms |
| 6 | 7 | 8 | 9 | 10 | 11 |

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

Name & Signature:

Designation:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a
director/KMP/Promoter]

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 Promoter group of a Listed Company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoters/ Member of promoter group/ KMP /Directors / Immediate relative to / Others etc. | Date of appointment of Director /KMP OR Date of becoming Promoter / Member of Promoter group | Securities held at the time of becoming Promoter// Member of Promoter group/ appointment of Director/KMP | | % of Shareholding |
|--|---|--|--|-----|-------------------|
| | | | Type of security (For eg. – Shares, Warrants, Convertible Debentures 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.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter / Member of Promoter group of a listed company and other such persons as mentioned in Regulation 6(2).

| Open Interest of the Future contracts held at the time of becoming Promoter// Member of Promoter group appointment of Director/KMP | | | Open Interest of the Option Contracts held at the time of becoming Promoter/ / Member of Promoter group appointment of Director/KMP | | |
|--|--|-------------------------------|---|--|-------------------------------|
| Contract specifications | Number of units (contracts * lot size) | Notional value in Rupee terms | Contract specifications | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 7 | 8 | 9 | 10 | 11 | 12 |

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

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

Details of change in holding of Securities of Promoter, / Member of Promoter group/ Designated Person of a listed company and other such persons as mentioned in Regulation 6(2).

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

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

Details of trading in derivatives of the company by Promoter, / Member of Promoter group/ Designated person of a listed company and other such persons as mentioned in Regulation 6(2).

| Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | | | Exchange on which the trade was executed |
|---|-------------------------|----------------|--|----------------|--|--|
| Type of contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| | | | | | | |

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

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

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

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

| Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company | Connection with company | Securities held prior to acquisition / disposal | | Securities acquired/Disposal | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition / disposal (on market/public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.) |
|---|-------------------------|--|---------------------------|--|----|-------|---|--|---------------------------|---|----|-------------------------------|---|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No | Value | Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |

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

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

| Trading in derivatives (Specify type of contract, Futures or Options etc.) | | | | | | Exchange on which the trade was executed | |
|--|-------------------------|----------------|--|----------------|--|--|--|
| Type of contract | Contract specifications | Buy | | Sell | | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 | |

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

Name:

Signature:

Place:

FORM E

Annual Statement of shareholding for Designated Persons and their immediate relative

Date:

To
The Compliance Officer,
Brightcom Group Ltd,
Floor : 5, Fairfield by Marriott Road No. 2,
Nanakramguda, Gachibowli,
Hyderabad-500032

Dear Sir,

Annual Statement of shareholding for Designated Persons and their immediate relative

I. DECLARATION BY DESIGNATED PERSONS FOR SELF

| Name & Designation | DP ID No. | Client ID No. / Folio No. | PAN | No. of securities held on 1st day of the Financial Year | Securities bought during the Financial year | Securities sold during the Financial year | Total shares held on last day of the Financial year |
|--------------------|-----------|---------------------------|-----|---|---|---|---|
| | | | | | | | |

II. DECLARATION BY DESIGNATED PERSONS FOR THEIR IMMEDIATE RELATIVE

| Name of Immediate Relative | Relationship with Designated Persons | DP ID No. | Client ID No. / Folio No. | No. of securities held on 1st day of the Financial Year | Securities bought during the Financial year | Securities sold during the Financial year | Total shares held on last day of the Financial year |
|----------------------------|--------------------------------------|-----------|---------------------------|---|---|---|---|
| | | | | | | | |

I/We declare that the dealings in securities were carried out while trading window was open and in terms of the permission from Compliance Officer, wherever required.

I/We further declare that the securities purchased / sold as mentioned herein above by me/us along with my Immediate Relatives, have not been purchased / sold by entering into any opposite transaction entered during the last 6 months.

Name: _____

Signature: _____

Form F
Annual Disclosure for Designated Persons and their immediate relative

Date:

To
The Compliance Officer,
Brightcom Group Limited,
5th Floor, Fairfield by Marriott Road No. 2,
Nanakramguda, Gachibowli,
Hyderabad-500032

I. DETAILS OF DESIGNATED PERSON:

| | |
|---|--|
| Name: | |
| Designation: | |
| PAN: | |
| Contact Nos. | |
| Qualification and Educational Institution: | |
| Name of past employer: | |
| Email ID: | |

II. DETAILS OF IMMEDIATE RELATIVES/ PERSONS WITH WHOM DESIGNATED PERSON SHARES A MATERIAL FINANCIAL RELATIONSHIP:

| Sr. No. | Name of Immediate Relatives* and persons with whom Designated Person shares a material financial relationship | Relationship | PAN | Contact Nos. |
|----------------|--|---------------------|------------|---------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

* "Immediate Relative" means a spouse of a person, and includes parents, sibling, and child of such person or of the spouse.

I/We hereby declare that the above information is true and correct to the best of my/our knowledge and belief.

Name of Designated Person
Designation

Date:
Place: