

**Code of Conduct to Regulate, Monitor and Report Trading
under the Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015**

accelya

INFORMATION SECURITY CLASSIFICATION LEVEL

Level	Definition	
Public	Information that may be broadly distributed without causing damage to the organization, its employees and stakeholders	✓
Internal	Information which can be distributed within the company	✓
Confidential	Sensitive information available within a group of people which must not be disclosed outside the organization without explicit permission of document owner	
Highly Confidential	Highly sensitive and critical information meant for a limited group which must not be disclosed outside the organization without explicit permission of document owner	

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1. Purpose

- 1.1. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Regulations**) mandates every listed company to formulate (a) a code of conduct, to regulate, monitor and report trading by its designated persons and immediate relatives of the designated persons; and (b) code of practices and procedures, for fair disclosure of unpublished price sensitive information, towards achieving compliance with the Regulations.
- 1.2. Accordingly, this document embodies the code of conduct of Accelya Solutions India Limited (**Company**) to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives (*each as defined in Annexure 1*) (**Code of Conduct**) and encapsulates the restrictions and rules of conduct to be followed by such Designated Persons and their Immediate Relatives.
- 1.3. The code of practices and procedures, for fair disclosure of UPSI (*defined in Annexure 1*) has been separately adopted by the Company (**Code of Fair Disclosure**).
- 1.4. This Code of Conduct is based on the principle that the Company is committed to high standards of corporate governance and fairness in dealing with its shareholders and in ensuring adherence to all applicable laws, including the Regulations.
- 1.5. The provisions of this Code of Conduct contain guidelines for the common implications of the Regulations but does not deal specifically with every potential situation that may arise. If in doubt about any course of action, guidance should be sought from the Compliance Officer (*defined in Annexure 1*).
- 1.6. The Audit Committee (*defined in Annexure 1*) reviews compliance with this Code of Conduct and the Regulations once every financial year.

2. Applicability and Definitions

- 2.1 The Code of Conduct applies to all Designated Persons and their Immediate Relatives (each, whether in the Company's employment or otherwise).
- 2.2 It is necessary that all Designated Persons and their Immediate Relatives are fully aware of the provisions of the Code of Conduct.
- 2.3 The Code of Conduct is in addition to, and not in substitution of, the Regulations and it is important that the Designated Persons and their Immediate Relatives are aware of and comply with the provisions of the Regulations as well. The Regulations are available with the Compliance Officer and shall be provided on a written request to the Compliance Officer.
- 2.4 Capitalized terms used in the Code of Conduct have the meanings assigned to such terms in **ANNEXURE I**, unless the context otherwise requires.

3. Compliance Officer & Role of the Compliance Officer

- 3.1 The Company has appointed Mr. Ninad Umranikar to act as the Compliance Officer for the purposes of the Code of Conduct.
- 3.2 The Board may appoint another person to be the Compliance Officer in accordance with the Regulations and shall notify the Designated Persons of a change in the Compliance Officer.
- 3.3 The Compliance Officer shall be responsible for compliance and effective implementation of the Regulations, including:
 - (a) prescribing procedures for various activities referred to in the Code of Conduct;
 - (b) monitoring adherence to the rules for the preservation of UPSI;
 - (c) grant of pre-clearance of trade approvals for dealing in Securities by Designated Persons or their Immediate Relatives; and
 - (d) implementation of this Code of Conduct under the general supervision of the Board.
- 3.4 The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list of Designated Persons from time to time.
- 3.5 In order to enforce the Code of Conduct, the Compliance Officer is authorized to seek such information from the Designated Persons and their Immediate Relatives as required by the Regulations and the Code of Conduct.
- 3.6 The Compliance Officer shall report to the Board and shall also provide yearly reports to the Chairman of the Audit Committee on compliance with the Regulations and this Code of Conduct.
- 3.7 The Compliance Officer shall maintain a structured digital database containing the names of persons or entities with whom UPSI is shared along with the Permanent Account Number or any other identifier authorized by law (where Permanent Account Number is not available). Such databases are required to be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 3.8 The Compliance Officer shall assist all Designated Persons and their Immediate Relatives in addressing any queries regarding the Regulations and the Code of Conduct.

4. Responsibility of Designated Persons & their Immediate Relatives

Preservation of UPSI

- 4.1 Designated Persons and their Immediate Relatives shall maintain strict confidentiality of all UPSI.
- 4.2 Designated Persons shall not communicate, provide or allow access to any UPSI, relating to the Company or its Securities, to any person including other Designated Persons or their Immediate Relatives, except in accordance with the Regulations and these provisions.
- 4.3 No Designated Person shall procure from or cause the communication by any Designated Person or their Immediate Relative of UPSI, relating to the Company or its Securities, other than in accordance with the Regulations and the Code of Conduct.
- 4.4 All 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 within the Company who need to know the same in the course of performance or discharge of their duties. In case of any doubts as to whether particular information is UPSI or whether or with whom such information can be shared, a Designated Person should seek clarification from the Compliance Officer.
- 4.5 The provisions of paragraphs 4.2 and 4.3 shall not apply in cases where it is in furtherance of legitimate purposes (as defined in the Code of Fair Disclosure), performance of duties or discharge of legal obligations.
- 4.6 The Designated Person is required to give due notice to such person in receipt of UPSI from the Designated Person (which information shall be communicated only in accordance with the Regulations) to maintain confidentiality of such UPSI in compliance with the Regulations.

Limited access to UPSI

- 4.7 The Designated Person privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:
 - (a) files containing confidential information shall be kept secure;
 - (b) appropriate security measures shall be implemented such as limited document reproduction and distribution, secure storage and disposal;
 - (c) computer files must have adequate security of login through a password;
 - (c) 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.

Chinese Walls

- 4.8 To prevent the misuse of UPSI, in certain cases, the Company may (through the Compliance Officer) impose a “Chinese Wall”.
- 4.9 The Compliance Officer will determine those Designated Persons who will be on the side of the Chinese Wall where UPSI can be shared (*Inside Area*).

- 4.10 Designated Persons in the Inside Area:
- (i) are prohibited from communicating any UPSI to any persons not in the Inside Area; and
 - (ii) have a responsibility to ensure the Chinese Wall is not breached.
- 4.11 Appropriate precautions should be taken by Designated Persons in the Inside Area to ensure that no UPSI is passed to any person who is not on the side of the Chinese Wall where information can be shared (**Public Area**). Known or suspected Breach of the Chinese Wall must be notified by the Designated Person to the Compliance Officer immediately.
- 4.12 In certain circumstances a person who is not within the Inside Area may be permitted by the Compliance Officer to “cross the wall” and be given UPSI on the basis of “need to know” criteria.
- 4.13 After it is determined which persons will be within the Inside Area or it is decided which persons may be permitted to “cross the wall”, the Compliance Officer shall intimate the same to such persons, and make them aware of the duties and responsibilities attached to the receipt of UPSI, and the liability attached to misuse or unwarranted use of such UPSI.
- 4.14 The establishment of Chinese Wall does not imply that UPSI can be circulated freely within the Inside Area. The provisions of paragraph 4.4 shall be applicable within the Inside Area as well.
- 4.15 To prevent the misuse of confidential information, the Designated Persons in the Inside Area may be physically segregated from employees in the Public Area. Demarcation of the various departments as Inside Area may be implemented by the Company.
- 4.16 The Compliance Officer has the authority to initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and for any other Breach and will inform the Board promptly of such Breach.
- 4.17 The Compliance Officer has the authority to engage external agents, consultants, experts and seek statements of employees and other stakeholders including cross examination, as may be necessary.
- 4.18 The Compliance Officer shall make a report of the findings of the inquiry and recommend preventive action and disciplinary action for the Breach. The Compliance Officer will also place a summary of the findings of the inquiry before the Audit Committee in the ensuing Audit Committee meeting.
- 4.19 The Whistle Blower Policy of the Company (as available at <https://w3.accelya.com/accelya-solutions-india-limited-policies>) also includes protection for reporting of a Breach (including leakage or suspected leakage of information) and Designated Persons who are employees can make use of such policy to report instances of a Breach.

5. Trading in Securities

Trading within the Trading Window

- 5.1 No Designated Person or their Immediate Relatives shall trade in Securities during the period when the Trading Window is closed.
Explanation: When a Designated Person or his Immediate Relative who has traded in Securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- 5.2 All Designated Persons or their Immediate Relatives can only trade in Securities when the Trading Window is open, (a) subject to pre-clearance by the Compliance Officer (in case the trade exceeds the threshold set out in paragraph 5.11 below), or (b) in accordance with a previously approved Trading Plan.
- 5.3 Each Designated Person and their Immediate Relatives shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities on behalf of any Designated Person or their Immediate Relatives, unless such Designated Person or Immediate Relative (as the case may be) is permitted to trade in the Securities in accordance with the Code of Conduct.

Trading Window

- 5.4 The Trading Window shall be closed at the time of, *inter alios*:
- (a) Declaration of financial results (quarterly, half-yearly and annual);
 - (b) Declaration of dividends (interim and final);
 - (c) Issue of securities by way of public / rights / bonus etc.;
 - (d) Any major expansion plans or execution of new projects;
 - (e) Amalgamation, mergers, takeovers and buy-back;
 - (f) Disposal of whole or substantially whole of the undertaking; and/or
 - (g) Any changes in policies, plans or operations of the Company which is price sensitive.
- 5.5 Further, the Trading Window will be closed 7 calendar days prior and 48 hours after the information stated above becomes Generally Available.

In addition, the trading restriction period is required to commence not later than end of every quarter till 48 hours after the declaration of financial results.

- 5.6 The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI and shall remain closed during the time the UPSI remains unpublished.
- 5.7 The Compliance Officer is authorized to close the Trading Window for some of the Designated Persons to the exclusion of others and to include any person as a Designated Person or as requiring pre-clearance of trading under the Code, depending on any material event that is in the nature of UPSI.
- 5.8 The Trading Window may be closed by the Compliance Officer in consultation with the Board during such time in addition to the above period as it may deem fit from time to time.
- 5.9 The Compliance Officer shall determine the re-opening of the Trading Window taking into account various factors including the UPSI in question becoming Generally Available and being

capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available.

- 5.10 Despite the Trading Window being open, Designated Persons or their Immediate Relatives shall trade subject to the conditions specified in paragraph 5.11 below and provided they are not in possession of any UPSI at the time they carry out the transaction.

Pre-Clearance Trading

- 5.11 All Designated Persons who (or whose Immediate Relatives) intend to trade in the Securities (above a minimum threshold limit of **INR 100,000**, whether in one transaction or a series of transactions over any calendar month) should obtain pre-clearance of trades approval, as per the pre-clearance procedure set out below.
- 5.12 It is clarified that pre-clearance approval is not required for trades executed in accordance with a Trading Plan which is approved under paragraph 5.24.
- 5.13 An application for this purpose is required to be made by the Designated Person to the Compliance Officer in the form set out at **ANNEXURE II**. The application should be complete and correct in all respects.
- 5.14 The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person or his Immediate Relative applying for the pre-clearance is not in possession of UPSI. The Compliance Officer shall have discretion to assess and decide as to whether such declarations are capable of being rendered inaccurate.
- 5.15 The Compliance Office shall convey his decision to the Designated Person within 3 trading days of receipt of the application.
- 5.16 After receiving pre-clearance from the Compliance Officer, the Designated Persons and/or their Immediate Relatives (as relevant) should execute the trade in respect of which pre-clearance has been obtained within 7 trading days of obtaining the pre-clearance. If the trade is not executed within this time, the Designated Person shall be required to obtain a fresh pre-clearance for such trades.
- 5.17 The Designated Person shall file the details of the executed transactions in the form set out at **ANNEXURE III** within 2 trading days from the date of each transaction. In case the transaction is not undertaken within the 7 day period, a report in the form set out in **ANNEXURE IV** shall be filed with the Compliance Officer within 2 trading days after the expiry of 7 trading days of obtaining the pre-clearance.
- 5.18 The obligation to disclose trading by the Immediate Relatives of Designated Persons is upon the relevant Designated Person.
- 5.19 No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI at that time even if the Trading Window is not closed. In case a Designated Person comes in possession of UPSI after obtaining the pre-clearance and before execution of the trade, such Designated Person or Immediate Relative shall refrain from executing the trade.
- 5.20 All trades involving the Compliance Office shall be approved by the Managing Director.

Contra Trade

- 5.21 If a Designated Person or his Immediate Relative (as relevant) executes a pre-cleared trade, he must not execute a contra trade (except if the trade is pursuant to the exercise of stock options) during the next 6 months (i.e. if a person has bought the shares, he cannot sell for six months and if a person has sold the shares he cannot buy for 6 months), unless the Compliance Officer grants a specific exemption allowing such contra trade, in accordance with the Regulations and for reasons to be recorded in writing.
- 5.22 If a contra trade is executed within this 6-month period, inadvertently or otherwise, in violation of the Regulations, the profits from such contra trade will be liable to be disgorged for remittance and credit to the Investor Protection and Education Fund administered by SEBI under the Companies Act, 2013.

Trading Plans

- 5.23 All Designated Persons and their Immediate Relative shall be entitled to formulate a trading plan in accordance with the provisions of the Code of Conduct (*Trading Plan*).
- 5.24 The Trading Plan shall be presented to the Compliance Officer for approval and public disclosure. However, the implementation of the Trading Plan must not be commenced if any UPSI in possession of the Designated Person or his Immediate Relative at the time of formulation of the Trading Plan has not become Generally Available at the time of the commencement of implementation and in such event the Compliance Officer will confirm that the commencement ought to be deferred until such UPSI becomes Generally Available so as to avoid a violation of the Regulations.
- 5.25 The Trading Plan shall:
- (i) not entail commencement of trading by the Designated Persons or their Immediate Relative within 6 months from the public disclosure of the Trading Plan;
 - (ii) not entail trading in Securities for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than 12 months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either (i) the value of trades to be effected; or (ii) the number of Securities to be traded, along with the nature of the trade and the intervals at, or dates on which, such trades will be effected; and
 - (vi) not entail trading in Securities for market abuse.

It is clarified that restrictions on contra trade shall not be applicable for trade carried out in accordance with an approved Trading Plan.

- 5.26 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Regulations and is entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan.
- 5.27 Upon approval of the Trading Plan, the Compliance Officer should notify the plan to the stock exchanges on which the Securities are listed.

5.28 The Trading Plan once approved shall be irrevocable and the Designated Person or his Immediate Relative shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.

6. Disclosures

Initial disclosure

- 6.1 Designated Persons are required to disclose the following information on a one-time basis:
- (a) Names of the educational institution from which such Designated Person has graduated;
 - (b) Names of the past employers of such Designated Person.

Continual disclosure

- 6.2 All Designated Persons shall disclose the name, Permanent Account Number (or any other identifier authorized by law) and mobile number used by the following persons on an annual basis and as and when the information changes:
- (a) their Immediate Relatives;
 - (b) Persons with whom such Designated Person(s) share a material financial relationship, where 'material financial relationship' refers to a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 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.
- 6.3 All Designated Persons, their Immediate Relatives and any other person for whom such Designated Person takes trading decisions shall disclose the number of Securities acquired or disposed of within 2 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 **INR 10,00,000** in the form set out in ANNEXURE V. The disclosures requirements under this paragraph would be required to be made irrespective of the transaction being pre-approved pursuant to paragraph 5.11. The obligation to disclose trading by the Immediate Relatives of Designated Persons or by any other person for whom such Designated Person takes trading decisions, is upon the relevant Designated Person.

Disclosure by Company to Stock Exchanges

- 6.4 The Company, within 2 trading days of receipt of information received in terms of paragraph 6.3 or from becoming aware of such information, shall notify the particulars of such trade to all stock exchanges on which the Securities are listed.
- 6.1. The Compliance Officer will maintain a database of all such disclosures made from time to time. The said database will be maintained by the Company for a minimum period of 5 years from the date of disclosure.

7. Penalties

- 7.1. Every Designated Person covered by the Code of Conduct is individually responsible for complying with the Code of Conduct and the Regulations (including to the extent the provisions apply to his / her Immediate Relatives).
- 7.2. Failure to comply with the Regulations or the Code of Conduct could result in severe civil and criminal penalties in accordance with the Regulations. Penalties under the Code of Conduct will not preclude SEBI from taking any action for violation of the Regulations.
- 7.3. Any Designated Person who commits a Breach may be penalized and appropriate action may be taken against him or her, which action may include disciplinary action, wage freeze, suspension, recovery, clawback, termination of employment or such other action as may be decided by the Board or any person designated by the Board in this regard.
- 7.4. If any Designated Person believes that he or she is in Breach, such Designated Person must promptly report such Breach to the Compliance Officer who will inform the same to the Board and to SEBI for further action.

8. Miscellaneous

- 8.1. All correspondence sent to the Compliance Officer in relation to the Code of Conduct or any matters covered by the Code of Conduct should be clearly marked as 'Confidential'.
- 8.2. The Board reserves the right to change or amend the Code of Conduct from time to time, at its sole discretion, or if required by the Regulations. Any such change or amendment will be consistent with the Regulations.

ANNEXURE I: DEFINITIONS

“**Audit Committee**” means the audit committee of the Company constituted by the Board;

“**Board**” means the board of directors of the Company;

“**Breach**” means any breach or suspected breach by any person to whom the Code of Conduct applied, of the duties, responsibilities, obligations and mandates contained in the Code of Conduct;

“**Code of Conduct**” means this Code of Conduct to Regulate, Monitor and Report Trading under the Regulations, as amended by the Board from time to time;

“**Code of Fair Disclosure**” means the code of practices and procedures, for fair disclosure of USPI of the Company;

“**Connected Person**” means any person who is or has during the 6 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 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 USPI or is reasonably expected to allow such access. The following persons are deemed to be Connected Persons unless the contrary is established:

- (a) an Immediate Relative of a Connected Person;
- (b) a holding company, associate company or subsidiary company;
- (c) an intermediary (as specified in the SEBI Act, 1992) or an employee or director thereof;
- (d) an investment company, trustee company, asset management company or an employee or director thereof;
- (e) an official of a stock exchange, clearing house or corporation;
- (f) a member of board of trustees of a mutual fund, a member of the board of directors of an asset management company of a mutual fund or an employee thereof;
- (g) a member of the board of directors or an employee, of a public financial institution as defined in the Companies Act, 2013;
- (h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI;
- (i) a banker of the Company;
- (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 10% of the holding or interest;

“**Company**” means Accelya Solutions India Limited;

“**Compliance Officer**” means Ninad Umranikar, or any other person designated by the Board from time to time, in accordance with the provisions of the Regulations;

“**Designated Person**” means any of the following persons:

- a) Promoters and directors of the Company;
- b) Vice Presidents, Senior Vice Presidents and Executive Vice Presidents of the Company;
- c) All employees working in the Finance Department of the Company irrespective of their designation;
- d) All employees working in the Marketing Department of the Company irrespective of their designation;
- e) Chief Executive Officer of the Company and employees of the Company upto two levels below Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries

- irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
- f) Employees of the Company, intermediary or fiduciary 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;
 - g) 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;
 - h) All promoters who are investment companies for intermediaries or fiduciaries;
 - i) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.
 - j) Any other person including a Connected Person as may be identified by the Compliance Officer in consultation with the Board;

“**Generally Available**” means information that is accessible to the public on a non-discriminatory basis;

“**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;

“**Inside Area**” has the meaning given to it in paragraph 4.9;

“**Public Area**” has the meaning given to it in paragraph 4.11;

“**Regulations**” means the SEBI (Prohibition of Insider Trading) Regulations, 2015 (including any amendments thereof);

“**SEBI**” means the Securities and Exchange Board of India;

“**Securities**” means with respect to the Company:

- a) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature;
- b) futures, derivatives and hybrids;
- c) rights or interest in securities
- d) such other instruments as may be declared to be such by the Compliance Officer from time to time.

“**Trading Plan**” has the meaning given to it in paragraph 5.23;

“**Trading Window**” means such trading period as is specified by the Compliance Officer from time to time, in accordance with the Regulations, and during which the Securities may be traded; and

“**UPSI**” means unpublished price sensitive information, being any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available which upon becoming Generally Available, is likely to materially affect the price of the Securities and will, ordinarily include, but is not restricted to, information relating to the following:

- (a) financial results;
- (b) dividends;
- (c) change in capital structure;
- (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- (e) changes in key managerial personnel.

ANNEXURE II: PRE-CLEARANCE FORM

Date: _____

The Compliance Officer,
Accelya Solutions India Limited
Accelya Enclave, 685 / 2B & 2C,
1st Floor, Sharada Arcade,
Satara Road, Pune – 411 037.

Dear Sir,

Sub: Pre-clearance for trading in Securities of the Company

[I] / [We], the undersigned, hereby state that [I] / [we] / my Immediate Relative(s) intend to [sell] / [purchase] Securities of the Company within 7 trading days of pre-clearance. The requisite details in this regard are as follows:

Name of seller / purchaser - _____

Relationship with the Designated Person - _____
(in case of trade by Immediate Relative)

No. of Securities held - _____ (in words _____)

Nature of Security to be traded - _____

Number of Securities to be traded - _____

Depository participant account details - Depository: _____
DP ID: _____
DP Name: _____
Client Name: _____
Client ID: _____

[I] / [We], the undersigned, hereby undertake –

- That [I] / [we] / my Immediate Relative(s) do not have any access or have not received UPSI up to the time of signing this undertaking.
- That in case [I] / [we] / my Immediate Relative(s) have access to or receive UPSI after the signing of this undertaking but before the execution of the trade, [I] / [we] shall inform the Compliance Officer of the change in my position and that [I] / [we] / my immediate relative(s) would completely refrain from trading in the Securities of the Company till the time such information becomes Generally Available.
- That [I] / [we] / my Immediate Relative(S) have not contravened the Code of Conduct as notified by the Company from time to time and the Regulations.
- That [I] / [we] have made a full and true disclosure in the matter.

Capitalised words and expressions used but not defined herein shall have the meanings as assigned to them in the Company's code of conduct to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives.

Kindly grant your permission for the proposed trades in Securities as set out above.

Thanking you,

ANNEXURE III: FORM FOR REPORTING OF TRADES EXECUTED

Date: _____

The Compliance Officer,
Accelya Solutions India Limited
Accelya Enclave, 685 / 2B & 2C,
1st Floor, Sharada Arcade,
Satara Road, Pune – 411 037.

Dear Sir,

Sub: Intimation of Execution of Trade in Securities of the Company

[I] / [we], the undersigned, hereby state that [I] / [my Immediate Relative(s)] / [we] have sold / purchased Securities of the Company, details of which are given below:

Name of seller / purchaser - _____

Relationship with the Designated Person - _____
(in case of trade by Immediate Relative)

No. of Securities sold / purchased - _____ (In words _____)

Nature of Security - _____

Date of trade - _____

Sale / purchase price (INR, per security) - _____

Sale / purchase value (INR, in aggregate) - _____

Depository participant account details - Depository: _____
DP ID: _____
DP Name: _____
Client Name: _____
Client ID: _____

Capitalised words and expressions used but not defined herein shall have the meanings as assigned to them in the Company’s code of conduct to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives.

Kindly take the same on record.

Thanking you,

ANNEXURE IV: FORM FOR REPORTING OF DECISION NOT TO TRADE

Date: _____

The Compliance Officer,
Accelya Solutions India Limited
Accelya Enclave, 685 / 2B & 2C,
1st Floor, Sharada Arcade,
Satara Road, Pune – 411 037.

Dear Sir,

Sub: Reporting of Decision Not to Trade After Securing Pre-Clearance

[I] / [we], the undersigned, hereby state that [I] / [my Immediate Relative(s)] / [we] have taken a decision of not to [sell] / [purchase] Securities of the Company after obtaining pre-clearance for the following reason:

_____.

Capitalised words and expressions used but not defined herein shall have the meanings as assigned to them in the Company’s code of conduct to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives.

Kindly take the same on record.

Thanking you,

ANNEXURE V: FORM FOR REPORTING OF TRADES EXCEEDING THRESHOLD

Date: _____

The Compliance Officer,
Accelya Solutions India Limited
Accelya Enclave, 685 / 2B & 2C,
1st Floor, Sharada Arcade,
Satara Road, Pune – 411 037.

Dear Sir,

Sub: Form for Reporting of Trades Exceeding Threshold

[I] / [We], the undersigned, hereby state that [I] / [my Immediate Relative(s)] / [we] have sold / purchased Securities of the Company in excess of the value of INR 10,00,000 during the quarter from [insert date] to [insert date], details of which are given below:

Name of seller / purchaser	Relationship with the relevant person (in case of immediate relative)	No. of Securities sold / purchased	Date of trade	Sale / purchase price (INR, per security)	Sale / purchase value (INR, in aggregate)	DP ID & Client ID	DP name & Client name

Capitalised words and expressions used but not defined herein shall have the meanings as assigned to them in the Company's code of conduct to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives.

Kindly take the same on record.

Thanking you,
