



BULLS EYE KNOWLEDGE SYSTEM LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING POLICY

CIN: U80903CH2013PLC034370

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INTRODUCTION AND APPLICABILITY

Pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the “**SEBI Insider Trading Regulations**”), all listed companies are required to implement a Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving the compliance with the aforementioned regulations.

This Code of Conduct may be known as the “JSCE Code of Conduct for Prohibition of Insider Trading” (hereinafter referred to as the “**Code of Conduct**”). The Code has been designed to enhance the standards of governance and comply with the stated regulation.

Applicability:

The board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered under this Code of Conduct on the basis of their role and function and the access that such role and function would provide to Unpublished Price Sensitive Information (UPSI) in addition to seniority and professional designation and shall include:

1. Employees of the company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
2. Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
3. All promoters who are individuals or investment companies for intermediaries or fiduciaries;
4. Chief Executive Officer and employees 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and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
5. Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

DEFINITIONS

1. “**Act**” means the Securities and Exchange Board of India Act, 1992 and any amendments thereto;
2. “**Applicable Law**” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.
3. “**Audit Committee**” means Audit Committee of the Board of Directors constituted as per the regulatory requirements.
4. “**Board**” means the Securities and Exchange Board of India;
5. “**Board of Directors**” means the Board of Directors of Bulls Eye Knowledge System Limited;
6. “**Code of Conduct**” shall mean this Code of Conduct as amended from time to time;
7. “**Company**” means Bulls Eye Knowledge System Limited;
8. “**Companies Act**” means Companies Act, 2013 and the Rules made there under and any amendments thereto;
9. “**Compliance Officer**” means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board of Directors is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Applicable Law 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 the SEBI Insider Trading Regulations under the overall supervision of the Board of Directors of the Company .

10. **“Connected Person”** means:

- i. any person who is or has been, during the six months prior to the concerned act, associated with the Company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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) a 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; or
 - h) an official or an employee of a self-regulatory organization recognized or authorised by the Board of directors; 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 a company or his relative or banker of the Company, has more than ten percent of the holding or interest; or
 - k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) is also a partner; or
 - l) a person sharing household or residence with a connected person specified in sub-clause (i);

11. **“Contra Trade”** means a trade or transaction which involves Trading in any number of securities of the Company and within 6 months of such transaction, trading or transacting in an opposite transaction involving Trading in securities.

12. **“Designated Person(s)”** means:

- 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;
- Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- All promoters who are individuals or investment companies for intermediaries or fiduciaries;
- Chief Executive Officer and employees 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;
- Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

13. **“Employee”** includes any person being in the employment (permanent or temporary) of Bulls Eye Knowledge System Limited.

14. **"Fiduciary"** shall mean professional firms such as auditors, accountancy firms, law firms, analysts, valuation agencies, fund accountants insolvency professional entities, consultants, banks, etc assisting or advising listed companies.
15. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

(Information published on the website of a stock exchange, would ordinarily be considered generally available.)
16. **"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;
17. **"Insider"** means a person who is:
 - i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information;
18. **"Key Managerial Person"** or **"KMP"** means person as defined in Section 2(51) of the Companies Act, as amended from time to time.
19. **"Legitimate purpose"** shall include sharing of unpublished price sensitive information 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 prohibition of the SEBI Insider Trading Regulations.
20. **"Material Subsidiary"** shall mean a material subsidiary of the Company in accordance with Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**) and the materiality policy of the Company, each as amended.
21. **"The Policy"** or **"This Policy"** shall mean Code of Conduct for Prevention of Insider Trading Policy
22. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI ICDR Regulations"**) or any modification thereof.
23. **"Promoter group"** shall have the meaning assigned to it under the SEBI ICDR Regulations or any modification thereof.
24. **"Regulations"** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto.
25. **"Relative"** shall mean the following:
 - i. spouse of the person;
 - ii. parent of the person and parent of its spouse;
 - iii. sibling of the person and sibling of its spouse;
 - iv. child of the person and child of its spouse;
 - v. spouse of the person listed at sub-clause (iii); and
 - vi. spouse of the person listed at sub-clause (iv)

Note: It is intended that the relatives of a "connected person" too become connected persons for the purpose of the SEBI Insider Trading Regulations. It is a rebuttable presumption that a connected person had UPSI.

26. “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.
27. “**Specified**” means specified by SEBI in writing.
28. “**Takeover Regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
29. “**Trading**” means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
30. “**Trading day**” means a day on which recognized stock exchange are open for trading.
31. “**Unpublished Price Sensitive Information**” or “**UPSI**” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include 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, award or termination of order/contracts not in the normal course of business and such other transactions;
 - v. changes in the 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.
31. Any other term not defined herein shall have the same meaning as defined in the SEBI Insider Trading Regulations, the Companies Act, the SEBI Listing Regulations or any other applicable law or regulations.

ROLE OF COMPLIANCE OFFICER

1. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.

The Compliance Officer shall assist all Employees in addressing any clarifications regarding the SEBI Insider Trading Regulations, and the Company's Code of Conduct.

2. The Compliance Officer shall maintain records of Designated Persons and any changes made to the list of Designated Persons, all the declarations submitted in the appropriate form given by the Designated Persons.
3. The Compliance Officer shall be responsible for monitoring the implementation of the policy under the overall supervision of the Board of Directors
4. The Compliance Officer shall inform all Stock Exchanges on which the securities of the Company are listed, the information received as required and disclosed to the extent as required under rules and regulations promulgated by SEBI or the Stock Exchanges.
5. Reviewing the trading plan and assessing the potential of the plan for violation of the SEBI Insider Trading Regulations, if any;
6. The Compliance Officer shall in consultation with the Chairman and/or Managing Director and the Board of Directors specify the prohibited period (i.e. closure of the trading window in accordance with the SEBI Insider Trading Regulations) from time to time and make announcement/s thereof ensuring that prohibited period is intimated to all concerned before the commencement of the said period.
7. The Compliance Officer shall recommend to the Audit Committee and/or the Managing Director or the Board of Directors punitive measures or disciplinary action prescribed for any violation or contravention of this Policy.
8. The Compliance Officer shall monitor the bringing in of Insiders on sensitive transactions and shall make them 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.

COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. All 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 legitimate purposes, performance of duties or discharge of legal obligations. The Code of Conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".
2. An Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
 - (i) Entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors is of informed opinion that sharing of such information is in the best interests of the Company;
 - (ii) Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least 2 (two) Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine and it shall be adequate and fair to cover all relevant and material facts.

3. 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 and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
4. The Board of Directors shall make a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” formulated under Regulation 8 of SEBI Insider Trading Regulations.
5. Any person in receipt of Unpublished Price Sensitive Information pursuant to an “legitimate purpose” shall be considered an “insider” for purposes of this chapter and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations.
6. The Board of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information 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 Board of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than 8 (eight) years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

Need to Know:

- i. “**need to know**” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- ii. All non-public information directly received by any Employee should immediately be reported to the head of the department.
- iii. Limited access to confidential information files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. No Insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

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

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

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of the SEBI Insider Trading Regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within 2 (two) working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision; Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of the SEBI Insider Trading Regulations.
 - iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - v. in the case of non-individual Insiders: –
 - a) the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - b) appropriate and adequate arrangements were in place to ensure that the SEBI Insider Trading Regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
 - vi. the trades were pursuant to a trading plan set up in accordance with Regulation 5 SEBI Insider Trading Regulations.
2. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
3. The Board of Directors may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the SEBI Insider Trading Regulations.

TRADING PLANS

1. An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
2. Trading plan shall:–
 - (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
 - (ii) not entail overlap of any period for which another trading plan is already in existence;
 - (iii) set out following parameters for each trade to be executed:
 - a) either the value of trade to be effected or the number of securities to be traded;
 - b) nature of the trade;
 - c) either specific date or time period not exceeding 5 (five) consecutive trading days;
 - d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

- b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
 - (iv) not entail trading in securities for market abuse.
3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per the provisions of the Regulations.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

4. The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the Plan, without being entitled to either execute any trade in the securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. 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.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-Regulation 2 of the SEBI Insider Trading Regulations, the Insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

The Compliance Officer shall approve or reject the Trading Plan within 2 (two) trading days of receipt of the Trading Plan and notify the approved plan to the Stock Exchanges on which the securities are listed, on the day of approval.

Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

TRADING WINDOW AND ITS CLOSURE

1. Designated Persons may execute trades subject to compliance with the Regulations. Towards this end, a notional Trading Window shall be used as an instrument of monitoring trading by the designated persons. 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 Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. Designated Persons and their immediate relatives shall not trade in securities when the Trading Window is closed.
2. Designated Persons and the Immediate Relatives of Designated Persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.
3. For other items, the Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit in consultation with any Managing Director/Executive Director of the Company.
4. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming

generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 (forty-eight) hours after the information becomes generally available

5. The Trading Window shall also be applicable to any person having a contractual or fiduciary relationship with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the Company.
6. Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
7. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
8. When the Trading Window is open, trading by Designated Persons shall be subject to pre- clearance by the Compliance Officer, if the value of the proposed trades is above such thresholds as stipulated by the Board of Directors.

PRE-CLEARANCE OF TRADES

1. Designated Persons shall require prior clearance from the Compliance Officer in respect of purchase/sale of securities of the Company, where the deal is exceeding minimum threshold limit of 10,000 shares or where the transaction value of the Securities intended to be traded exceeds Rs. 10 Lakh (market value) (purchase/sale consideration) during a Calendar Quarter (either in one transaction or in a series of transactions). Such purchase/sale of securities by the Compliance Officer shall require prior clearance from the Chairman or from such other person as may be decided by the Board of Directors of the Company from time to time. An application for pre-clearance and undertaking shall be submitted to the Compliance Officer.
2. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
3. The trades that have been pre-cleared shall be executed by the Designated Person in not more than 7 (seven) Trading Days, failing which fresh pre-clearance would be needed for the trades to be executed.
4. The Code of Conduct shall specify the period, which in any event shall not be less than 6 (six) months, within which a Designated Person who is a Connected Person of the Company and is permitted to trade shall not execute a Contra Trade. In case of dealing in the units of mutual funds, the Code of Conduct shall specify the period, which in any event shall not be less than 2 (two) months, within which a Designated Person who is a Connected Person of the mutual fund/asset management company/trustees and is permitted to trade in the units of such mutual fund, shall not execute a Contra Trade. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI Insider Trading Regulations. Should a Contra Trade 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 Board of Directors for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

5. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

Provided further that Trading Window norms shall not be applicable for trades carried out in accordance with an approved Trading Plan.

6. For the purpose of pre-clearance, an application shall be made to the Compliance Officer.

7. An undertaking, shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
 - a. That the Designated Person does not have any access to or has not received any Unique Price Sensitive Information up to the time of signing the undertaking.
 - b. That in case the Designated Person has access to or receives Unique Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, the Designated Person shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c. That he/she has not contravened the Code as notified by the Company from time to time.
 - d. That he/she has made a full and true disclosure in the matter.

DISCLOSURES OF TRADING BY INSIDERS

A. General Provisions.

1. Every public disclosure under this policy shall be made in such form as may be specified.
2. The disclosures to be made by any person under this policy shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
3. The disclosures made under this policy shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.
4. Designated Persons and/or their Immediate Relatives shall be prohibited from entering into derivative transactions in respect of Securities of the Company.

DISCLOSURES BY CERTAIN PERSONS

1. Initial Disclosures

- a. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter.

2. Continual Disclosures

- a. 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 ten lakh rupees or such other value as may be specified;
- b. The Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.
- c. The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

3. Disclosures by other connected persons.

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the SEBI Insider Trading Regulations.

4. Annual submissions

Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

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

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

MECHANISM FOR PREVENTION OF INSIDER TRADING

In order to comply with the provisions of SEBI Insider Trading Regulations, the Board of Directors has approved and adopted the below measures for preventing insider trading:

1. The Board of Directors shall formulate and publish on the official website of the Company, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information that it would follow to adhere to each of the principles as set out under Schedule A of SEBI Insider Trading Regulations as amended from time to time.

Every such code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and every amendment thereto shall be promptly intimated to the Stock Exchange.

2. The Managing Director of the Company must ensure that there remains an adequate and effective system of internal controls in place which ensures compliance with the SEBI Insider Trading Regulations including periodic process review to evaluate the effectiveness of such internal controls;
3. All the Employees who have access to Unpublished Price Sensitive Information shall be identified as Designated Person;
4. All the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of aforementioned Regulations.
5. Adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the aforementioned regulations.
6. Lists of all Employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
7. The Board of Directors must spread awareness amongst the Insiders regarding the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
8. All other relevant requirements specified under the aforementioned regulations shall be complied with.
9. The Audit Committee shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
10. The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as maybe stipulated by the Board of Directors but not less than once in a year.

11. If it is observed by the Company that there has been a violation of aforementioned regulations, it shall inform the Stock Exchange(s) where the concerned Securities are traded, in such form and such manner as may be specified by the Board from time to time.

Policy Review and Amendments

The Board reserves the power to review and amend this Insider Trading Code from time to time. All provisions of this Insider Trading Code would be subject to revision / amendment in accordance with Applicable Laws. Any subsequent amendment/modification in the Insider Trading Regulations, and/or any other laws in this regard shall automatically apply to this Policy. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Insider Trading Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

INTRODUCTION

This Policy and Procedure for inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information (“**Policy**”) has been formulated by Bulls Eye Knowledge System Limited (the “**Company**”) in pursuance of Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended (the “**SEBI Insider Trading Regulations**”) and shall be effective from [•].

PURPOSE

The Policy aims to provide a framework for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information. However, any instances of leak or suspected leak of Unpublished Price Sensitive Information reported under the Whistle Blower Policy of the Company shall be dealt with as per and under the Whistle Blower Policy of the Company.

DEFINITIONS

In this Policy, the following word and expression, unless inconsistent with the context, shall bear the meanings assigned hereto:

“Competent Authority” means:

- i. the Managing Director, in case of leak or suspected leak of UPSI involving any person other than the Director(s) of the Company;
- ii. the Chairperson of the Audit Committee of the Company, in case of leak or suspected leak of UPSI involving any Director of the Company other than the Chairperson of the Audit Committee of the Company; and
- iii. Chairperson of the Board of Directors of the Company, in case of leak or suspected leak of UPSI involving Chairperson of the Audit Committee of the Company;

INQUIRY PROCEDURE

- i. The information/complaint(s) regarding leak or suspected leak of UPSI will be reviewed by the Competent Authority. If an initial review by the Competent Authority indicates that the said information/complaint has no basis or it is not a matter to be investigated under this Policy, it may be dismissed at initial stage and the decision shall be documented. All such cases shall be reported to the

- Audit Committee in its next meeting.
- ii. The managing director of the company or the Chairperson of the Audit Committee or Chairperson of the Board of Directors may suo-moto initiate an inquiry under this Policy.
 - iii. Where initial inquiry indicates that further investigation is necessary, the Competent Authority shall make further investigation in such matter and may, where necessary, provide an update to the Board of Directors in this regard. The Competent Authority may appoint one or more person(s)/entity (ies) (including external consultant(s)) to investigate or assist in the investigation of any instance of leak or suspected leak of UPSI and such person(s)/entity (ies) shall submit his/her/their report to the Competent Authority. During the course of investigation, the Competent Authority or the person(s)/entity (ies) appointed by the Competent Authority, as the case may be, may collect documents, evidences and record statements of the person(s) concerned. iv. The investigation shall be a neutral fact-finding process. The Competent Authority shall endeavor to complete the investigation within 45 days of the receipt of the information/complaint of leak or suspected leak of UPSI or such instance coming to the knowledge of Competent Authority, as the case may be. Where the Competent Authority requires additional time to complete the inquiry, it may, where necessary, provide an interim update to the Board of Directors.

DOCUMENTATION AND REPORTING

The Competent Authority will make a detailed written record of investigation of each instance of leak or suspected leak of UPSI. The record will include:

- a) Facts of the matter
- b) Findings of the investigation.
- c) Disciplinary/other action(s) to be taken against any person.
- d) Any corrective actions required to be taken.

The details of inquiries made in these cases and results of such inquiries shall be informed to the Audit Committee and Board of Directors of the Company.

Further, the Company shall inform the Board promptly of such leaks, inquiries and results of such inquiries.

AMENDMENT

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as it may deem appropriate.

CHINESE WALL PROCEDURE

In order to prevent the scattering of confidential and price sensitive information, the Company has framed Chinese wall process separating the departments that receive and have access to UPSI from the departments related to Marketing, Sales, etc. that do not deal with UPSI.

PRECAUTIONS:

- (i) The department dealing with UPSI must not communicate in any way, through any medium the confidential and price sensitive information of the Company to the unauthorized department.
- (ii) The IT support staff of the Company must be directed periodically to keep the systems of the Company secure and password protected wherever needed;
- (iii) The UPSI should be handled on need-to-know basis. It should be disclosed only to those who require the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (iv) Any price sensitive information received by any employee, directly or indirectly should immediately be reported to the Compliance Officer, who shall take appropriate actions as needed.
- (v) In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

CROSSING THE WALL:

Under exceptional circumstances, where employees from other department require confidential information, they may be allowed to cross the wall, within the purview of giving the information on need-to-know basis and with complete intimation to the Compliance Officer of the Company, who shall supervise the same.

PENALTY FOR CONTRAVENTION OF THIS CODE OF CONDUCT

1. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions here of are applicable to his/her Immediate Relatives).
2. Any Designated Person who trades in Securities or communicates any information for trading in Securities, in contravention of this Code will be penalized and appropriate action may be taken as decided by the Board of Directors.
3. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
4. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI Insider Trading Regulations.

POLICY REVIEW

The Policy may be reviewed by the Board of Directors and necessary amendments may be incorporated therein. All the provisions mentioned under this Policy are subject to any amendments or modifications that may be made in the applicable rules and regulations from time to time.

This Policy will be hosted on the Company's website at <https://www.hitbullseye.com/policies-code-of-conduct.php>

In the event of any conflict between the provisions of this Policy and of the SEBI Insider Trading Regulations or any other legal requirement (“**Applicable Law**”), the provisions of Applicable Law shall prevail over this Policy. Any subsequent amendment/modification to the Applicable Law shall automatically apply to this Policy.