



Code of Conduct to regulate, monitor and report trading by Insiders

Career Point Edutech Limited



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1. Preamble

Preventing insider trading is necessary to comply with securities law and to preserve the reputation and integrity of Career Point Edutech Limited (the “Company”) and all persons associated with it. “Insider Trading” may occur when any person subscribes, buys, sells, deals, or agrees to subscribe, buy, sell, deal in any securities and trades while in possession of unpublished price sensitive information relating to the Securities of the Company or securities that are listed or proposed to be listed.

To regulate the conduct of insiders in matters related to insider trading, the Securities and Exchange Board of India (SEBI) established the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, along with subsequent amendments (referred to as the 'Regulations').

As per Sub-regulation (1) of Regulation 9, all listed companies are required to develop a Code of Conduct for Regulating, Monitoring and Reporting trading by Designated Persons and their relatives (collectively referred to as "Designated Persons"). This Code must adhere to the minimum standards outlined in Schedule B of the Regulations.

Furthermore, Sub-regulation (1) of Regulation 8 mandates all listed companies to formulate and publish on their website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price-Sensitive Information. The Code must meet the minimum standards specified in Schedule A of the Regulations.

Career Point Edutech Limited has formulated a Code of Conduct named the 'Code of Conduct to regulate, monitor and report trading by Insiders' (the Code). The Code is prescribed to ensure that the Designated Persons do not trade in the Securities of the Company when in possession of UPSI, and to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons.

2. Effective Date

This policy shall be effective from the date of approval from the Board, unless stated otherwise.

3. Applicability

This Code shall apply to all Designated Persons of Career Point Edutech Limited and their relatives.

4. Definitions

a) “**Board**” means the Board of Directors of Career Point Edutech Limited.



- b) “**Compliance officer**” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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 listed company or the head of an organization, as the case may be.
- c) “**Connected person**” means: In this Policy, unless otherwise expressly mentioned,
- i. any person who is or has been, during the six months prior to the concerned act, associated with a 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:
 - an relative of connected persons specified in clause (i); or
 - a holding company or associate company or subsidiary company; or
 - an intermediary as specified in section 12 of the Act or an employee or director thereof;Or
 - an investment company, trustee company, asset management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - a banker of the company; or
 - a concern, firm, trust, Hindu undivided family, company or association of persons
 - Wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest , or;
 - a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or



- a person sharing household or residence with a connected person specified in subclause (i) of clause (d);”

d) “**Designated Persons**” shall mean and include:

- i. All the Directors of the Company
- ii. Promoters and members of Promoter Group
- iii. All employees of the Company coming under the Grade 1, 2 and 3 (as per the policy of the Company) and its material subsidiaries
- iv. Key Managerial Personnel (as defined in accordance with the Companies Act, 2013 and applicable accounting standards) of the Company
- v. All employees of the ‘Finance’, ‘Accounts’, ‘Audit’, ‘Taxation’, ‘Legal and Secretarial’, ‘Corporate Communication’ functions of Corporate Finance, Information Technology, irrespective of their grade
- vi. Employees of such other functions of the Company who are in possession or likely to be in possession of Unpublished Price Sensitive Information
- vii. Directors, chief executives and employees up to 2 (two) levels below the Managing Director, including the head of Accounts and Finance (by whatever name called) of the Company and Material Subsidiary (ies) of the Company
- viii. Personal assistants, if any, of persons referred in (i) and from (iii) to (vii) above
- ix. Any other employees as may be designated/ notified by the Compliance Officer in consultation with the Board of Directors from time to time, who may be considered to be in possession of Unpublished Price Sensitive Information

and Relatives of persons specified in (i) to (ix) above.

- x. “**Relative**” shall mean the following
- xi. (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 subclause. (iii); and (vi) spouse of the person listed at sub-clause "Insider" means any person who is:
 - i. a connected person; or
 - ii. In possession of or having access to unpublished price sensitive information.



- g) **“Insider trading”** means trading when in possession of Unpublished Price Sensitive Information (UPSI) is prohibited in India under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations, 2015”). The prohibition on insider trading is based on the premise that trading in a security by an insider may be influenced by the UPSI in their possession, which would be detrimental to the interests of other investors in the market.
- h) **"Promoter"** 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.
- i) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- ii) **“Unpublished Price Sensitive Information [UPSI]”** shall mean all or any of the following:
 - i. financial results
 - ii. Declaration of dividends (interim and final)
 - iii. Change in capital structure
- iv. Mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions
 - v. Changes in key managerial personnel

5. Role of compliance officer

- a) 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 at such frequency as may be stipulated by the Board of Directors but not less than once a year.
- b) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and the Company’s Code of Conduct.
- c) The Compliance Officer is responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of the Company.
- d) The Compliance Officer shall, in consultation with Board of Directors (where necessary) identify the persons who shall be regarded as Designated Persons to be covered by the Code, including those mentioned under Regulation 9(4) of the Insider Trading Regulations, on the basis of their role and function in the organization including access to UPSI by virtue of that role and function in addition to seniority and professional designation, maintain records of, Designated Persons and any changes made to the list of



Designated Persons and all the declarations submitted in the appropriate form given by the Designated Persons.

- e) The Compliance Officer shall in consultation with the Chairman and Managing director and the Board specify prohibited period (i.e., closure of the Trading Window) 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.
- f) The Compliance Officer shall implement punitive measures or disciplinary action prescribed for any violation or contravention of this Code.
- g) The Compliance Officer is responsible for keeping of record of designated persons, closure of trading window, disclosure of UPSI to Stock Exchanges, communication relating to closure of trading window.

6. Preservation of Unpublished Price Sensitive Information

- a) Designated Persons shall maintain the confidentiality of all Price Sensitive Information. They should not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- b) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- d) The Price Sensitive Information is to be handled on a “need to know” basis, i.e., 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.
- e) All non-public information directly received by any employee should immediately be reported to the Compliance Officer.
- f) The files containing confidential information shall be kept secure. Computer files shall have adequate security of login and password etc.
- g) The Designated Persons must follow the Company’s Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information [UPSI] and also the Policy for Determination of Legitimate Purposes for Fair Disclosure of UPSI.



- h) Notwithstanding anything contained in this Code and or the Regulations, an UPSI 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 of the Company 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 of the Company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.
- i) For purposes of sub-regulation (8), 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 purpose of sub-regulation (8), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

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.

The Board of director shall maintain a structured digital data base containing name and PAN of such persons or entities with adequate internal controls and checks to ensure non-tampering of the data base.

7. Determination of Legitimate Purposes

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

The board of directors shall guide the compliance officer to communicate any UPSI for legitimate purpose. The board of directors shall have adequate process and mode of sharing such information. Such person in receipt of UPSI pursuant to a 'legitimate purpose' shall be considered an "Insider" for the purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.



Sharing of UPSI shall be considered for a legitimate purpose whenever the Board of Directors considers deems fit in compliance with the provisions.

8. Trading plan

a) 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 approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

b) Trading plan shall:

i. Not entail commencement of trading on behalf of the insider earlier than one hundred 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:

- either the value of trade to be effected or the number of securities to be traded;
- nature of the trade;
- either specific date or time period not exceeding five consecutive trading days;
- 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:

- 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;

- 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.

c) The Compliance Officer shall review the Trading Plan as above and shall, if in compliance with the Requirements, approve the same. However, 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 Regulations.

Provided that preclearance 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.



d) 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 any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub regulation 2, 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.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
 - ii. Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
 - iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
 - iv. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
- e) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

9. Trading restrictions

Designated persons of the company shall be subject to trading restrictions as given hereunder:

a) Trading window

i. The company shall specify a trading period, to be called "Trading Window", for trading in the company's securities. The trading window shall be closed during the time the information referred to in point IX (2) is un-published.



- ii. When the trading window is closed, the designated persons and their immediate relatives shall not trade in the company's securities during such period.
 - iii. The time for commencement of closing of trading window shall be decided by the company.
 - iv. The Trading Window shall be opened after 48 hours after the information referred to in point IX (2) is made public.
- b) The Trading Window shall remain closed from the date of declaration of Board Meeting date at which the matters related to UPSI are proposed to be discussed.
 - c) Designated Persons 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 trading window is closed, as referred to in point IX (2) above.
 - d) In case of ESOPs, exercise of option is allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.
 - e) The Compliance Officer shall intimate the closure of trading window to all the designated persons and their immediate relatives of the Company when she/he 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.
 - f) Pre-clearance of trade:
 - i. Designated Persons and /or their immediate relatives who intend to deal in the securities of the company, when the trading window is open and if the proposed trade is in excess of Rs.10 lakhs or such other value as may be specified (market value) or 1% of total issued shares – whichever is less (in one or more lots) over any calendar quarter, should get their proposed transaction precleared as per the pre-clearance procedure described hereunder.
 - ii. No designated person and/or their immediate relatives shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence, he shall not be allowed to trade.
 - iii. An application may be made in Appendix III attached to this Code, to the Compliance officer indicating the estimated number of securities that the designated person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository and such other details as may be required by any rule made by the company in this behalf.
 - iv. The application above in clause (c) should be accompanied by an undertaking in the format given as Appendix IV, executed in favour of the company.



- g) The Compliance Officer shall, if the application at 6(c) above is approved, issue Preclearance Order in format given as Appendix V.
- h) All Designated Persons and / or their relatives shall execute their order in respect of securities of the Company within one week after the approval of preclearance is given. If the order is not executed within seven days after the approval is given, the designated person must pre-clear the transaction again. The Designated Person shall file within 2 (two) days of the execution of the order, the details of such execution with the Compliance Officer in Appendix VI. In case the transaction is not undertaken, intimation to that effect must be given to the Compliance Officer.
- i) No Designated Person or his/ her relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/she is in possession of unpublished price sensitive information. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for preclearance 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.
- j) It shall be the responsibility of Designated Person to ensure compliance of under this Code in case of their relatives also.
- k) All Designated Persons and /or their relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- l) Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- m) In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his /her reasons in this regard. However, no such sale will be permitted when the Trading window is closed.

10. Reporting requirements

Designated Persons shall be required to provide following details of Securities transactions including the details of their relatives to the Compliance officer:

- a) Initial Disclosure Every promoter, member of the promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the



date of these regulations taking effect, to the company within thirty days of these regulations taking effect in prescribed form - Appendix VIII.

- b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in the prescribed form – Appendix IX.
- c) Continual disclosure: Every promoter, member of the promoter group, designated person and director of every company shall disclose in Appendix X to the company the number of such securities acquired or disposed of 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 of within two trading days of:
 - i. the receipt of intimation of allotment of shares, or
 - ii. the acquisition or sale of shares or voting rights, as the case may be.
- d) Disclosure by the Company to the Stock Exchange(s)
 - i. Within 2 days of the receipt of intimation under Clause X (3), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
 - ii. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated person for a minimum period of five years.
- e) Disclosures by other connected persons- the Company may, at its discretion require any other connected person or class of connected persons to make disclosures in Appendix XI 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 these regulations.

11. Other requirements

- a) Designated persons shall be required to disclose in Appendix VII 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:
 - i. relatives.
 - ii. Persons with whom such designated person(s) shares a material financial relationship.
 - iii. 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.



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.

- b) The disclosures to be made by any person under this Code shall include those relating to holding / trading by such person's relatives.
- c) 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.
- d) The disclosures made under this Code shall be maintained for a period of five years.

12. Mechanism of prevention of insider trading

The Managing Director of the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements to prevent insider trading. The internal Control shall include all the provisions which are mentioned in the Regulations. A list of all employees and other persons with whom UPSI is shared shall be maintained and if necessary agreements shall be signed and due Notice shall be served to such persons. The Board shall review and evaluate the effectiveness and internal controls.

13. Penalties

- a) Every Designated Person shall be individually responsible for complying with the provisions of the Code including to the extent the provisions hereof are applicable to his/her relatives.
- b) Any Designated Person who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalised and appropriate action shall be taken by the company.
- c) Designated person or their relatives who violates the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.
- d) The action by the company shall not preclude SEBI from taking any action in case of violation of the Regulations.

14. Structured Digital Database

- a) As per Regulation 3(5) of SEBI (PIT) Regulations, 2015, “The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information”



(UPSI) is required to maintain SDD. Accordingly, every entity, which has issued securities which are listed/ proposed to be listed (as defined under Regulation 2(1)(hb) of the PIT Regulations, 2015) are required to maintain SDD, in case, such securities fulfil the definition of “Securities” under the Securities Contracts (Regulation) Act, 1956 as amended from time to time and subject to any such modification thereof.

- b) An intermediary /fiduciary /other entity referred to under the Explanation to Regulation 3(2A) of the PIT Regulations, 2015, shall maintain a separate SDD internally, for recording details of:
 - i. The UPSI shared and persons with whom such UPSI is shared.
 - ii. The UPSI shared and the persons who have shared such UPSI with the intermediary/ Fiduciary / entity. In accordance with Regulation 9A (2)(d) of the PIT Regulations, 2015 and as required under Schedule C of the said Regulations. SDD shall also be maintained by the intermediary/ fiduciary / entity for unlisted companies for which securities are proposed to be listed.

15. Review

The Code has been framed/adopted by the Company in compliance with the provisions of the Regulations.

In case of any subsequent changes in the provisions of the Regulations which renders any of the provisions in this Code inconsistent with the Regulations, the provisions of the Regulations would prevail over the Code and the provisions in the Code would be modified in due course to make it consistent with the Regulations.

This Code shall be reviewed by the Board of Directors as and when any changes are to be incorporated in the Code due to change in Regulations or as may be felt appropriate by the Board.

16. Acknowledgment of receipt of Code

Every Designated Person (both present and future) shall acknowledge receipt of the Code or any modification(s) thereto, in the form annexed to this Code as Appendix - I and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

17. Dissemination

This Code and any amendment thereto shall be hosted on the website of the Company.
