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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY



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**CODE OF CONDUCT TO REGULATE, MONITOR AND
REPORT TRADING IN SECURITIES OF THE COMPANY**

1. Introduction

This “Code of Conduct to Regulate, Monitor and Report in Trading in Securities of the Company” (“**Code**”) is formulated to regulate, monitor and report trading by the Designated persons and their immediate relatives to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”). The Code is effective from February 13, 2025 and supersedes the previous ‘AKSH Insider Trading Code’.

2. Definitions

2.1. In this Code, unless the context otherwise requires:

“**Chinese Walls**” means policies, procedures and physical arrangements designed to manage UPSI (defined hereinafter) and prevent inadvertent transmission or misuse thereof.

“**Code**” shall have the meaning ascribed to such term in Article 1 hereof;

“**Company**” means AKSH Optifibre Limited.

“**Compliance Officer**” means the Company Secretary and in his absence any other senior officer of the Company appointed by the Board of Directors from time to time for the purpose of this Code in pursuance of the Regulations.

“**Connected Person**” means the persons as specified under Regulation 2(1)(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

“**Designated Persons**” means:

- I. All Promoters, Directors and Key Managerial Personnel.
- II. Personal secretaries of Key Managerial Personnel.
- III. Employees of the Company comprising the top 3 tiers of the Company i.e. up-to Process Leaders.
- IV. Plant Heads and Employees having designation of Process Leader of material subsidiaries of the company
- V. All the employees not covered above, who are working in Legal & Secretarial Department, Finance & Accounts Department and on the rolls of the Company.
- VI. Any other person including members of the support staff of company such as IT staff and as may be decided by the Managing Director of the Company in consultation with the Compliance Officer from time to time.



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"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.

"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.

"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 clause (iii) above, and;
- (vi) Spouse of the person listed at clause (iv).

"Insider" means any person who is:

- I. A connected person as specified in Insider Trading Regulations; or
- II. In possession of or having access to Unpublished Price Sensitive Information; or

"Key Managerial Personnel" means the person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.;

"Material Financial Relationship" means a relationship in which one person is a recipient of any kind of payment, such as by way of a loan or gift from a designated person, during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions;

"Regulations" means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time including any statutory modification thereof.;

"SEBI" means Securities and Exchange Board of India;

"SEBI Act" means Securities and Exchange Board of India Act, 1992

"Securities" shall have the meaning ascribed to such term in the regulations.

"Stock Exchange" means a recognized stock exchange on which the Securities of the Company are listed;



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"Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell or deal in any Securities of the Company, and **"Trade"** shall be construed accordingly;

"Trading Day" means a day on which the Stock Exchanges are open for Trading;

"Trading Window" means the period during which dealing in Company's Securities can be carried out;

"Threshold Limit" means the limit for Trading in Securities in any calendar quarter, as decided by the Board of Directors of the Company from time to time. For the time being, the Threshold Limit for Trading in Securities in a calendar quarter is a traded value of Rs. Ten (10) lakhs whether in one transaction or a series of transactions.

"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 including but not restricted to, information relating to the following:-

- i) Financial results;
- ii) Dividends;
- iii) Change in capital structure;
- iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- v) Changes in Key Managerial Personnel;

The words and expressions used but not defined herein but defined in the Regulations shall have the meanings ascribed to such terms in Regulations, as amended or replaced from time to time.

3. Responsibilities and Duties of Compliance Officer

3.1. The Compliance Officer shall be responsible under the overall supervision of the Board of Directors and Audit Committee of the Company, for the following:

- i) Compliance of policies, procedures, maintenance of records;
- ii) monitoring adherence to the rules for the preservation of UPSI;
- iii) monitoring of Trades and implementation of the Code;
- iv) maintaining records of the Designated Persons and their immediate relatives and any changes made in the list of Designated Persons and their immediate relatives; and
- v) providing guidance and clarifications sought by Designated Persons regarding the Regulations and the Code.



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- 2.2. The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairperson of the Audit Committee on a quarterly basis in respect of Trading in the Securities by the Designated Persons and their immediate relatives, the trading plans and pre-clearances approved and rejected by the Compliance Officer.
- 2.3. The Compliance Officer shall discharge other functions and duties as prescribed in the Code.

4. Communication of Unpublished Price Sensitive Information

- 4.1. No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or its Securities, to any person, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.2. 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.
- 4.3. Notwithstanding anything contained in the code, 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 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 unpublished price sensitive information 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.
- 4.4. For purposes of above allowed to access, 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 above allowed access, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.



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5. Restrictions & Limitations on Access on UPSI

- 5.1. Designated Persons are obliged to treat UPSI with due care and they have a duty to safeguard UPSI irrespective of source of receipt of UPSI. Designated Persons shall use UPSI for the specified purpose only and it must not be used for any personal gain.
- 5.2. UPSI is to be handled on a "need to know" basis. It should be disclosed only to those who need the information to discharge their duty and possession of UPSI by them will not give rise to a conflict of interest or misuse of UPSI.
- 5.3. There shall be limited access to UPSI. Files containing UPSI can be kept secured and computer files containing UPSI should be protected with the help of login, passwords, etc.
- 5.4. Avoiding any discussion pertaining to UPSI in places where the information could be overheard by others, such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs, etc.
- 5.5. In case transaction(s) involving UPSI, the Managing Director shall identify the Designated Person(s) who shall have access to inside information related to the sensitive transaction(s). While dealing with such sensitive information, these designated Persons shall, to the extent applicable, adhere to the provisions of this Clause 4.

6. Chinese Wall

To prevent the misuse of UPSI, the Company shall follow a "Chinese Wall", approach and separate those departments which routinely have access to UPSI, considered "inside areas" from those departments providing support services, considered "public areas ". Further as per the Chinese wall:

- (i) UPSI should be maintained within the Chinese Walls at all times. In the event any person (who is not a Designated Person) is required to be wall – crossed, i.e., brought over the Chinese Wall in order to obtain access to the UPSI for a specific purpose, prior approval of the Chief Executive Officer must be sought. The Chief Executive Officer shall consider whether such person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, information shared with such wall – crosser should be limited to the specific transaction or purpose for which their assistance is required.
- (ii) All persons who have wall – crossed should be notified that he/she would be considered to be a Designated Person under this Code and consequently, required to comply with all applicable provisions of the Code and Regulations, till such information remains UPSI.



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7. Structured Digital Database

The Board of Directors shall be responsible to implement and Compliance officer to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under the "PIT Regulations", which shall contain the following information:

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represent
- (iii) Postal Address and E-mail ID of such recipient
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available
- (v) Nature of UPSI

Such Databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

Designated Persons shall disclose names and PAN or other identifier authorized by law, including the Phone/cell number which are used by them, of the following persons on annual basis and as and when the information changes:

- (i) Designated Person him/herself
- (ii) Immediate relatives of Designated Person
- (iii) Persons with whom such Designated Person(s) has a material financial relationship
- (iv) Prevention of misuse of UPSI

8. Trading Window

The Designated Persons and their Immediate Relatives shall Trade in the Securities of the Company only in a valid Trading Window i.e. when the Trading Window is not closed. The Trading Window restrictions shall not apply in respect of the following:

- i) Off- market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of provisions of regulation 3 of PIT Regulations pertaining to preservation and sharing of UPSI and both parties had made a conscious and informed trade decision; Provided that such UPSI was not obtained for the purpose of open offer;
- ii) 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 of PIT Regulations and both parties had made a conscious and informed trade decision;
- iii) transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bonafide transaction;



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- iv) 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) pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI;
- vi) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

a) Prohibition on Trading in Securities

Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company when in possession of UPSI and during the Prohibited Period, as defined below:

b) “Prohibited Period” means:

- (i) a period from the end of every financial year till 48 hours after declaration of unaudited/ audited annual financial results,
- (ii) a period from the end of every quarter till 48 hours after declaration of unaudited/ audited quarterly financial results,
- (iii) any period when the Compliance Officer otherwise has reasons to believe that Designated Persons can reasonably be expected to have possession of UPSI; Provided that where such UPSI is proposed to be considered at a meeting of the Board of Directors of the Company, such period shall, as far as practicable, commence at least 7 days before such meeting of the Board of Directors.

The Prohibited Period shall be communicated by the Compliance Officer from time to time.

- c) The intimation about the period when the Trading Window is closed shall be given by the Compliance Officer, wherever required, through e-mail, circular and/ or posting on the website of the Company, etc.
- d) The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (Forty-Eight) hours after the information becomes generally available.
- e) When Trading Window is not closed, trade by Designated Persons shall be subject to preclearance by the Compliance Officer, in accordance to this Code.



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6. Pre-clearance of Trades

All Designated Persons including their Immediate Relatives intending to Trade in the Securities of the Company upto the Threshold Limit fixed as aforesaid may do so without any clearance from the Compliance Officer.

While calculating the Threshold Limit, the cumulative value of the Securities traded, whether in one transaction or series of transactions, during a calendar quarter by the Designated Person and his /her Immediate Relatives shall be taken into account.

In case Trading Window is open and Designated Persons including their Immediate Relatives intending to Trade in the Securities of the Company, in excess of the Threshold Limit, they shall pre-clear the transactions as per the procedure stated hereunder:

- a) Make an application in the prescribed form, as per **Annexure - A**, to the Compliance Officer indicating the estimated number and value of Securities that he/she intends to Trade in and such other details as may be required in this behalf. The application is to be filed along with statement of holding in Securities at the time of pre-clearance as per **Annexure - B**.
- b) He/ she shall execute an undertaking in favour of the Company incorporating therein *inter-alia*, the following clauses, as may be applicable:
 - i) that he/ she does not have any access to or has not received Unpublished Price Sensitive Information upto the time of signing the undertaking;
 - ii) that in case he/ she has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/ she shall inform the Compliance Officer of the change in his position and that he/ she would completely refrain from Trading in the Securities of the Company till the time such information becomes generally available;
 - iii) that he/ she has not contravened the Code; and
 - iv) that he/ she has made a full and true disclosure in the matter.
- c) Prior to approving any Trades, the Compliance Officer shall have regard to whether the declaration given by the Designated Person, to the effect that he / she is not in possession of any Unpublished Price Sensitive Information, is reasonably capable of being rendered inaccurate.
- d) The Designated Persons including their Immediate Relatives shall execute their transactions in respect of Securities of the Company within 7 (Seven) Trading Days after the pre-clearance is given after which pre-clearance will lapse. Thereafter, a fresh pre-clearance will be needed for the Trades to be executed.



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- e) Where a Trade is not executed after obtaining pre-clearance from the Compliance Officer, the concerned Designated Person shall intimate the same along with reasons thereof to the Compliance Officer within two Trading Days after the expiry of seven Trading Days from the date of pre-clearance by the Compliance Officer, as per **Annexure C**.
- f) In case the Compliance Officer or his Immediate Relatives intend to Trade in the Securities of the Company requiring pre-clearance, he shall obtain pre-clearance for the same from the Chief Executive Officer of the Company, as per the pre-clearance procedure under this Code.
- g) Such pre-clearance shall not in any way be deemed to be confirmation of compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended or replaced from time to time (the "Takeover Code"), if applicable. The person seeking pre-clearance shall be solely responsible for compliance with the provisions of the Takeover Code, if applicable.
- h) The Designated Persons and their Immediate Relatives shall not enter into a contra Trade during the next six months following a Trade.

For example: If 'X' or any of his Immediate Relatives bought Securities of the Company on January 1, 2024, then 'X' and his Immediate Relatives shall not sell any Securities of the Company until July 1, 2024 and *vice versa*.

The Compliance Officer may grant relaxation from strict application of such restriction after recording in writing the reasons in this regard; provided that such relaxation does not violate the Regulations. The application for such relaxation should be made as per **Annexure – D**.

Provided that contra trade restrictions shall not be applicable for trades pursuant to exercise of stock options.

In case a contra trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.

- i) The Designated Persons including their Immediate Relatives shall not take any positions in derivative transactions in the Securities of the Company at any time.

7. Trading Plans

- 7.1. A Designated Person who may be perpetually in possession of UPSI and his / her Immediate Relatives shall have an option to formulate a trading plan as per **Annexure – E** and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on their behalf in the Securities of the Company.



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7.2. Such trading plan shall:

- a) not entail commencement of Trading in Securities on behalf of the Designated Persons or their Immediate Relatives earlier than one hundred and twenty calendar days from the public disclosure of the trading plan;
- b) not entail overlap of any period for which another trading plan is already in existence;
- c) set out following parameters for each trade to be executed
 - (i) either the value of Trades to be effected or the number of Securities to be traded.
 - (ii) the nature of the Trade
 - (iii) either specific date or time period not exceeding five consecutive trading days
 - (iv) 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 by under Insider Trading Regulations.
- d) not entail Trading in Securities for market abuse.

7.3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code or the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor implementation of the trading plan.

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.”

7.4. Upon approval of a trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges.

7.5. 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.

Provided that 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 further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (c) of Point 7.2 of this Code of Conduct, 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.



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In case of non- implementation (full/partial) of trading plan due to either reasons enumerated above 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.

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.

8. Disclosures and Reporting Requirements

8.1. Initial Disclosure

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 (7) days of such appointment or becoming a promoter.

1. the details of Securities of the Company held by him / her and his / her Immediate Relatives, as per **Annexure - F**
2. Onetime disclosure about Educational Qualification, Past Employers, etc., wherever applicable, as per **Annexure - G**

8.2. Continual Disclosure

- a) Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Compliance Officer, the number of such Securities of the Company acquired or disposed of, within two Trading Days of such transaction, if the aggregate value of Securities Traded, whether in one transaction or a series of transactions over any calendar quarter, exceeds Rs. Ten (10) lakhs or such other value as may be specified by SEBI in this regard. Such disclosure shall be made as per **Annexure - H**.



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- b) The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- c) The Designated Persons shall forward to the Compliance Officer,
 - i. Quarterly statement of transactions in Securities of the Company as per **Annexure - I** within a period of 15 (fifteen) days from the end of a calendar quarter. If there is no transaction in a particular quarter, the "Nil" statement is not required to be submitted.
 - ii. An Annual statement of holdings in the Securities of the Company within 30 days of the close of financial year as per **Annexure - J**.
 - iii. The details of Immediate Relatives and persons with whom such Designated Person shares a Material Financial Relationship, within 30 days of close of every financial year and within 15 days of any change in such information as submitted to the Company.

9. Penalties/ Punishments

- 9.1. Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his / her immediate Relatives).
- 9.2. The Designated Person, who violates this Code shall, in addition to any other penal action that may be taken by the Company pursuant to the law, also be subject to disciplinary action including termination of employment, suspension, wage freeze, non-participation in future employee stock option or any other appropriate action as may be imposed by the Audit Committee / Board of Directors.
- 9.3. In any non-adherence is observed, the Compliance Officer shall cause an internal enquiry and if non-compliance is established, he shall report to the Chief Executive Officer of the Company and after further inquiry or investigation or direction, the Chief Executive Officer will decide further course of action including reporting to the Board of Directors.
- 9.4. In case of any non-observance of this code by any Director, the same shall be decided by the Board of Directors.
- 9.5. Action taken by the Company for violation of this code against any Designated Person will not preclude the SEBI from initiating any action for violation of the Regulations or any other applicable laws, rules, directions, etc. Accordingly, in addition to the action taken by the Company, the person violating this Code and Regulations will also be subject to action by SEBI.
- 9.6. In case the Board of Directors of the Company observed and determined that there has been violation of this code and Regulations, it is mandatory for the Board to promptly inform the stock exchange(s) where the Company's securities are traded, in such form and such manner as may be specified by the SEBI from time to time, about such violation, as per the Regulations and any amount collected for such violation shall be remitted to SEBI to the Investor Protection and Education Fund (IPEF) administered by SEBI under the Act.
- 9.7. In addition The gap between clearance of financial results by the Audit Committee and Board of Directors meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.



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The decision of the Board of Directors with regard to all matters relating to this Code will be final and binding on all concerned. In case any provisions of this Code are contrary to or inconsistent with the provisions under the Insider Trading Regulations, the provisions of the said Regulations shall prevail.

10. Dealing in case of Suspected Leak or Leak of UPSI

10.1. Inquiry for Leakage of UPSI

All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult Chief Financial Officer / Compliance Officer / Chief Executive Officer in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, Compliance Officer shall investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee. The Chairman of the Audit Committee will thereafter convene meeting of Audit Committee depending on severity of the matter.

10.2. Process for inquiry

Upon becoming aware of actual or suspected leak of UPSI, including by way of:

- suo motu, including through its internal monitoring; or;
- a written complaint and/or email received through the whistle blower mechanism of the Company; or
- communication received from regulatory authorities

the Compliance Officer shall evaluate and determine if the matter merits any enquiry.

It is clarified that market rumours, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Compliance Officer, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.

Based on the determination of the Compliance Officer, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary.

All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by Compliance Officer of the Company. The Compliance Officer may at his discretion, consider involving external investigators for the purpose of the investigation. He may ask the concerned insider to remain present for investigation, discussion etc. and for such investigation he may ask for personal bank account statement or such other details or documents as it deems fit.



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10.3. Powers of Compliance Officer for inquiry

The powers of Compliance Officer for inquiry under this clause are as under.

- To investigate the matter
- To ask concerned insider for personal presence, examination, cross examination etc
- To call for personal information/documents from insider
- To file complaint, if required, before police authority / Designated cell under Information Technology Act, 2000
- To retain the documents gathered during investigation
- To report to Audit Committee

10.4. Report to Audit Committee for appropriate action

The Compliance Officer will report to the Chairman of the Audit Committee and upon receipt of report by the Chairman, he will convene meeting of the Audit Committee, depending on severity of the matter. The Audit Committee based on such report decide the suitable action including but not limited to withholding of salary / termination of employment / monetary penalty.

Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the Committee shall be final and binding.

11. Amendment to the Code

The Board of Directors, can amend this code as and when deemed fit. Any or all provisions of this code would be subject to revision / amendment in accordance with the Rules, Regulations, notifications etc., on the subject as may be issued by relevant statutory authorities, from time to time. The Compliance Officer is being authorized to make necessary changes in the disclosure required, format and other information to make a fair and transparent disclosure in the aforesaid Code of Conduct. In case of any amendment(s), clarification(s), circular(s) etc., issued by the relevant authorities, not being consistent with the provisions laid down under this code, then such amendment(s), clarification(s), circular(s) etc., shall prevail upon the provisions hereunder and this code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s)etc.



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Annexure - A

APPLICATION FOR PRE-CLEARANCE & UNDERTAKING
(to be submitted in duplicate)

To,
The Compliance Officer
Aksh Optifibre Limited

Date:

F-1080, Phase III,
RIICO Industrial Area,
Bhiwadi, Rajasthan-301019

Dear Sir,

With reference to the Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company ("Code"), *I/my Immediate Relative(s) seek your approval to *subscribe to/agree to subscribe to/purchase/sell/deal as an agent/ principal _____ (nos.) of *equity shares/ other Securities of the Company as per details given in the statement of holding attached herewith in the prescribed format.

As required by the Code, I hereby undertake that:

- (a) Neither I nor any of my Immediate Relative(s) have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code upto the time of signing this undertaking.
- (b) In case I or any of my Immediate Relatives have access to or receive any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the Securities of the Company until such information becomes Generally Available Information.
- (c) I have not contravened the provisions of the Code as notified by the Company from time to time or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (d) I do not have any approved trading plan in place.
- (e) I have made full and true disclosure in the matter.

All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Code.

Signature :

Name :

Designation :

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Annexure - B

STATEMENT OF HOLDING AT THE TIME OF PRE-CLEARANCE

To,

The Compliance Officer

Aksh Optifibre Limited

F-1080, Phase III,

RIICO Industrial Area,

Bhiwadi, Rajasthan-301019

Date:

1. DETAILS OF HOLDING OF *DESIGNATED PERSON

Particular	Nature and No. of Securities held	*Folio No./ Client ID & DP ID No.	Nature of Transaction for which approval is sought	Nature and No. of Securities to be dealt	Approximate market value (Rs.)
At the Beginning of the Quarter					
Securities Purchased / Sold during the Quarter					
Securities to be traded.					

2. DETAILS OF SECURITIES HELD BY IMMEDIATE RELATIVE(S)

Particular	Nature & No. of Securities held	Name, PAN No. and address of relative	Relationship	*Folio No./ Client ID & DP ID No.	Nature of Transaction for which approval is sought	Nature and No. of Securities to be dealt	Approximate market value (Rs.)
At the Beginning of the Quarter							
Securities Purchased / Sold during the Quarter							

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Securities to be traded.							
-----------------------------	--	--	--	--	--	--	--

*I/ We declare that I/ We shall not enter into a contra trade

** in the Securities of the Company during the next 6 months following the last trade.

Signature :

Name :

Designation :

* Strikeout whatever is not applicable

** Contra trade means if you or your immediate relatives buy share on particular date, you and your immediate relative can't sell any share of the Company for next 6 months from the last purchase. Similarly, you and your immediate relatives can't purchase shares for next 6 months from last sale.

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Annexure - C

REPORTING OF REASONS FOR NOT COMPLETING TRADES

Date:

To,
The Compliance Officer,
Aksh Optifibre Limited,
F-1080, Phase III,
RIICO Industrial Area,
Bhiwadi, Rajasthan-301019

Dear Sir,

I hereby inform you that the trading in Securities of the Company, for which pre-clearance was granted, could not be completed as per details given below:

Name of Designated Person / Immediate Relative	Details of pre-clearance sought				Details of Trades executed			
	Date of approval	Nature and no. of Securities	Approximate market value of Securities (in Rs.)	Type of transaction	Date of execution of Trade	Nature of Trade	Quantity of Securities Traded (Equity Shares)	Value of Securities Traded (Rs.)

Signature :

Name :

Designation :

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Annexure- D

Application to enter into contra trade, in case of personal emergency

(Application by Designated Person(s) to enter into contra trade within 6 months from the date of execution of last trade in case of personal emergency)

To,
The Compliance Officer,
Aksh Optifibre Limited ("the Company")
F-1080, Phase III,
RIICO Industrial Area,
Bhiwadi, Rajasthan-301019

Sub: Permission to enter into contra trade within 6 months from the execution of the last trade in Aksh Optifibre Limited's Securities

In terms of the provisions of the Company's Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons ("the Code"), the designated person shall not execute / deal in a contra trade for any number of the Company's Securities for a period of 6 months from the execution of the last trade in the Company's Securities.

I had executed the last trade in the Company's Securities as under:

S. No.	Nature of Trade (purchase / Sale)	Date of trade	Type and Number of Securities	DPID & Client ID

On account of the exigent circumstances mentioned hereunder, I desire to execute a contra trade in the Company's Securities forthwith:

<< **Please summarise reasons and personal exigency** >>

In view of the aforesaid, I seek relaxation to the above provisions of the Code.

Thanking you,

Signature:

Name:

Designation:

Date:

Place:

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Annexure- E

To,
Compliance Officer
Aksh Optifibre Limited
F-1080, Phase III,
RIICO Industrial Area,
Bhiwadi, Rajasthan-301019

Date:

Sub: Trading Plan under Regulation 5 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

In terms of Regulation 5 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, I, _____, holding _____ equity shares of Aksh Optifibre Limited, hereby present my trading plan to buy/sell/buy and sell the equity shares of Aksh Optifibre Limited, as per the details furnished hereunder:

Name of the Insider:	
Designation:	
Date of Submission:	
Period of Trading:	
No trading period:	

Details of Trades to be executed:

Particulars of person		Period of Proposed Trades		Number of Equity Shares Proposed to be Traded	Nature of Proposed Trades
Name	Relation with insider	From	To		

I hereby undertake that:

- a) I/my connected persons will not trade in the securities of Aksh Optifibre Limited during the cool off period of six months as prescribed in Regulation 5(2)(i) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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- b) I/my connected persons will not trade in the securities of Aksh Optifibre Limited during the no-trading periods specified herein above.
- c) I/my connected persons will not trade in the securities of Aksh Optifibre Limited for market abuse.
- d) I hereby confirm that I am not in possession of any unpublished price sensitive information in connection with Aksh Optifibre Limited.
- e) This trading plan once approved shall be irrevocable and I will mandatorily implement the trades contemplated in this trading plan and I will not deviate from this trading plan or execute any trade in the securities of Aksh Optifibre Limited outside the scope of this trading plan.
- f) I am fully aware of, and understand, my obligations under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and will comply with such obligations at all times.

Signature:

Name:

Date:

Place:

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Annexure-F

DISCLOSURE ON BECOMING A DIRECTOR / KMP / PROMOTER / OTHER DESIGNATED PERSON

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the Company: AKSH Optifibre Limited

ISIN of the Company : INE523B01011

DETAILS OF SECURITIES HELD ON APPOINTMENT OF KEY MANAGERIAL PERSONNEL (KMP)/ DIRECTOR/ OTHER DESIGNATED PERSONS OR UPON BECOMING PROMOTER AND THEIR IMMEDIATE RELATIVES

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/KMP / Directors/ other Designated Person/ Immediate Relative to / others etc.)	Date of appointment of Director /KMP/ Designated Person or becoming Promoter	Securities held at the time of or becoming of Promoter or appointment of /Director/ KMP/ Designated Person		% of Shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6
Name: PAN No.: DIN: Address: Contact no.:					

Note: Securities shall have the meaning as defined under Regulation 2(1)(i) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

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DETAILS OF OPEN INTEREST (OI) IN DERIVATIVES OF THE COMPANY HELD ON APPOINTMENT OF KEY MANAGERIAL PERSONNEL (KMP) / DIRECTOR/ DESIGNATED PERSON OR BECOMING OF PROMOTER AND THEIR IMMEDIATE RELATIVES

Open Interest of the Future contracts held at the time of becoming a Promoter or appointment of Director/ KMP/ Other Designated Person			Open Interest of the Option Contracts held at the time of becoming a Promoter or appointment of Director/ KMP/ Designated Person		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name :

Designation :

Signature :

Date :

Place :

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Annexure- G

ONE TIME DISCLOSURE TO THE COMPANY BY DESIGNATED PERSONS

Date: _____

Name of the Company: AKSH Optifibre Limited

ISIN of the Company : INE523B01011

1. DETAILS OF DESIGNATED PERSON

Name, & Address, PAN, Contact Nos.	Category of Person (Promoters/KMP / Directors/ Immediate Relatives to / others etc.)	Details of the Educational Institution from which Designated Person has graduated			Full names of past employers (start from the last employer)
		Name of Institution	Course	Year of Passing	
Name: PAN No.: DIN: Address: Contact no.:					

2. DETAILS OF IMMEDIATE RELATIVES

Name and Address of Immediate Relative	Relationship with Designated Person	PAN of Immediate Relative	Landline No. of Immediate Relative	Mobile / Cell No. of Immediate Relative
Name: Address:			-	

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3. DETAILS OF PERSON WITH WHOM DESIGNATED PERSON SHARES MATERIAL FINANCIAL RELATIONSHIP*

Name and Address of Person with whom the Designated Person shares Material Financial Relationship	Relationship, if any	PAN of Person with whom the Designated Person shares Material Financial Relationship	Landline No. of Person with whom the Designated Person shares Material Financial Relationship	Mobile / Cell No. of Person with whom the Designated Person shares Material Financial Relationship
Name: Address:				

* "Material Financial Relationship" means 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 (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.

Name :

Designation :

Signature :

Date :

Place :

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Annexure-H

CONTINUAL DISCLOSURE

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

Name of the Company: Aksh Optifibre Limited

ISIN of the Company: INE523B01011

**DETAILS OF CHANGE IN HOLDING OF SECURITIES OF PROMOTER, DIRECTOR OR OTHER
DESIGNATED PERSON AND THEIR IMMEDIATE RELATIVES**

Name, PAN, CIN/DIN, & addresses with contact nos.	Category of person (Promoter/ Directors/ Other Designated Persons/ Immediate Relatives to/ Others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment Advice/ acquisition of shares/ sale of shares specify		Date of intimation to company		Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer / off market/ Inter- se transfer, ESOPs etc.)
					No.						To			

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		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security For eg. – Shares, Warrants, Convertible Debentures etc.)		Value (in Rupees)	Transaction Type (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	From			
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: Securities shall have the meaning as defined under Regulation 2(1)(i) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

DETAILS OF TRADING IN DERIVATIVES OF THE COMPANY BY PROMOTER OR DIRECTOR OR OTHER DESIGNATED PERSON AND THEIR IMMEDIATE RELATIVE

Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy	Sell	

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		Notional Value	Number of units (contracts * lot size)	Notion al Value	Number of units (contracts* lot size)	
15	16	17	18	19	20	21

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

Name & Signature :

Designation :

Date :

Place :

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Annexure - I

**QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES
FOR THE QUARTER ENDED MARCH 31, 2025**

Date: _____

To,
The Compliance Officer
Aksh Optifibre Limited
F-1080, Phase III,
RIICO Industrial Area,
Bhiwadi, Rajasthan-301019

1. QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES BY *DESIGNATED PERSON

No. of Securities held on 1 st day of the quarter (opening balance)	Nature of Securities	No. of Securities bought during the quarter	No. of Securities sold during the quarter	No. of Securities held on last day of the quarter (closing balance)	*Folio No./ Client ID & DP ID No.

2. QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES BY IMMEDIATE RELATIVE(S)

Name, PAN No. and address of relative	Relationship	Nature of Securities	No. of Securities held on 1 st day of the Quarter (opening balance)	No. of Securities bought during the quarter	No. of Securities sold during the quarter	No. of Securities held on the last day of the quarter (closing balance)	*Folio No./ Client ID & DP ID No.

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*I/We declare that I/We shall not enter into a contra Trade in the Securities of the Company during the next 6 months following the last Trade.

*I/We further declare that the above disclosure is true and correct.

Signature :

Name :

Designation :

Department :

* Strikeout whatever is not applicable

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**ANNUAL DISCLOSURE
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

Date: _____

Mr. Mayank Chadha

Compliance Officer

AKSH Optifibre Limited

A-32, 2nd Floor, Mohan Co-Operative Industrial Estate,

New Delhi - 110044

1 Annual Statement of Securities Held by Designated Person in His/Her Own Name

No. of Securities held on 1st April 2024 (opening balance)	Nature of Securities	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31st March, 2025 (closing balance)	Folio No./ Client ID & DP ID No.

2 Annual Statement of Securities held by Immediate Relatives, Persons with whom Designated Person(s) shares a material financial relationship**

Name, PAN No. and address of relative	Relationship	Nature of Securities	No. of Securities held on 1st April 2024 (opening balance)	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31st March 2025 (closing balance)	Folio No./ Client ID & DP ID No.

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*I/We declare that that I/We have not entered into a ***contra trade in the Securities of the Company during the next 6 months following the last Trade.

*I/We further declare that the above disclosure is true and correct.

Signature :

Name :

Designation :

* Strikeout whatever is not applicable

** "Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

*** "contra trade" refers to a designated person or their immediate relatives buying or selling a company's shares within six months of a prior opposite transaction (buy/sell) in the open market.

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