
**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

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(EFFECTIVE FROM 14th MAY, 2015

WITH AMENDMENT EFFECTIVE FROM 1st APRIL, 2019)

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
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1. Introduction: This code aims to define and establish:

- Prevention of Insider trading of Securities
- Maintenance of confidentiality of price sensitive information
- Adherence to Securities and Exchange Board of India's (SEBI) applicable guidelines by all connected persons including Directors, Officers, and designated persons for prevention of Insider Trading.

2. Objective:

To elucidate and inform to all connected or any deemed connected persons to the Company, that, they have the responsibility and duty to preserve the confidentiality of all price sensitive information by him or her, and to put in place a framework for prevention of insider trading in Securities.

3. Definitions:

"Board" means the board of directors of the Company;

"Code" means this Code of Conduct to Regulate, Monitor and Report Trading by Insiders;

"Company" means Expleo Solutions Limited (Formerly known as SQS India BFSI Limited).

"Compliance Officer" means Company Secretary or any other senior officer, who may be designated as 'Compliance Officer' for this purpose and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, designated so by the Board and reporting to the Board and who shall be responsible for compliance of policies, procedures, maintenance of records, educating the Employees, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of the Company.

Here the term, "Financially Literate" shall mean a person who has the ability to read and understand basic financial statements i.e. Balance Sheet, Statement of Profit and Loss and Statement of Cash Flow.

"Connected Person" means any person who

- i. is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment

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relationship or by being a Director, officer or an Employee of the Company or holding any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
- a. an immediate relative of connected persons specified in clause (i) above; or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in section 12 of the SEBI Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by SEBI; 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 immediate relative or banker of the company, has more than ten per cent. of the holding or interest.

“Designated Employees” shall include:

- (i) Director / Officer / Employee including all Employees from Manager level and above;
- (ii) All Employees in the Finance, Accounts and Secretarial Departments, Sales & Marketing Departments, Information Technology Department by whatever designations they are called; and of its material subsidiary;
- (iii) Directors of holding Company and the relevant employees of holding and subsidiary Companies;
- (iv) Such Employees as designated and notified by the Compliance Officer from time to time with the approval of any Whole Time Director.

“Designated Persons” shall include:

- (i) Promoter and Promoter Group and Designated Employees defined as above;

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- (ii) Directors one level below the board of the material subsidiary;
- (iii) Chief Executive Officer and employees up to two levels below Chief Executive Officer of, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information; and
- (iv) Such Employees as designated and notified by the Compliance Officer from time to time with the approval of any Whole Time Director.

“Director” means a member of the Board of the Company.

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

“Fiduciaries” mean Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising company shall be collectively referred to as fiduciaries.

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

“Immediate Relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

“Insider” means any person who is:

- i) a Connected Person; or
- ii) in possession of or having access to Unpublished Price Sensitive Information.

“Insider Trading” means when Insiders trade when in possession of Unpublished Price Sensitive Information.

“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.

“Proof of Identity” means Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

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"Promoter" shall have the meaning ascribed to it under the Securities and Exchange of India (Issue of Capital and Disclosure requirements) Regulations, 2018, as amended.

"Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

"Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended.

"SEBI" means the Securities and Exchange Board of India.

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

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

"Stock Exchange" means the stock exchanges where any Securities of the Company are listed.

"Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

"Trading or Trade" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.

"Trading Day" means a day on which the recognized stock exchanges are open for trading.

"Unpublished Price Sensitive Information" or "UPSI" means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available Information which upon becoming generally available, is likely to materially affect the price of the Securities. The following shall be deemed to be UPSI till it becomes Generally Available Information:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and

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All terms used in this Code, but not defined above shall have the meanings ascribed to them in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, Rules and Regulations, as the case may be.

4. Compliance Officer:

The Compliance Officer shall be responsible for:

- setting forth policies, procedures, as approved by the Board of Directors of the Company and monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”;
- pre-clearing of Trades by Designated Persons and by their Immediate Relatives (directly or through respective department heads as may be decided) subject to the approval of the Managing Director or any other Director / Executive, designated in this regard;
- monitoring of Trades and the implementation of the Code under the overall supervision of the Board, in compliance with the Regulations;
- Obtaining and maintaining a record of the designated persons as per Annexure INS T FORM # 5 and any changes made in the list of designated persons along with such list, he/she shall also keep a record of Name and Proof of Identity of the following persons as provided by the designated person
 - ✓ immediate relatives;
 - ✓ persons with whom such designated person(s) share a material financial relationship; and
 - ✓ Phone, mobile and cell numbers which are used by them.
- maintaining a record of the Designated Persons and any changes made in the list of Designated Persons;
- assisting all the Employees in addressing any clarifications regarding the Regulations and the Code;
- reporting to the Board and in particular, providing reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board **once in every quarter;**
- Putting in place adequate and effective system of internal controls as explained in regulation 9A(2) of the PIT Regulation;
- maintaining records of all declarations and disclosures received by him under the Code for a minimum period of 5 years;
- disclosing to the Stock Exchange disclosures as required under the Regulations;
- approving of Trading Plans after getting the approval of the Managing Director / any other director designated in this regard and notification of the same to the Stock Exchanges; and
- maintaining a record of Trading window from time to time.

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5. Preservation of “Unpublished Price Sensitive Information”:

- a. 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 such person’s legitimate purposes, performance of duties or discharge of his legal obligations.
- b. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - i. an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - ii. not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes 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 may determine.
- c. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- d. The Board 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 set out at paragraph 5(b) above, and shall not otherwise Trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.
- e. The Board of Directors shall ensure that a structured digital database is maintained containing the names of intermediary or a third-party entity in a fiduciary capacity, as the case may be, with whom information/UPSI 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 databases shall be maintained with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database.

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f. 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 duties or legal obligations, further their legitimate purpose 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.

g. Limited access to confidential information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

6. Prohibition on dealing, communication or counseling on matters relating to insider trading:

No Insider when in possession of Unpublished Price Sensitive Information shall:

- Either on his behalf or on behalf of any other person trade in Securities of the Company;
- Communicate, counsel or provide or allow access to, directly or indirectly, any Unpublished Price Sensitive Information to/from any person.

7. Chinese Wall – Norms & Processes:

The Company shall adopt the following Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”:

- a. Physical separation of departments to insulate them from each other;
- b. An educational programme, normally recurring, to emphasize the importance of not improperly or inadvertently divulging confidential information;
- c. Strict and carefully defined procedures for dealing with situations where it is thought that the wall should be crossed, and maintaining of proper records where that occurs;
- d. Monitoring by the Compliance Officer of the effectiveness of the Chinese Wall;
- e. Disciplinary sanctions where there has been a breach of the wall; and
- f. If an Employee/outsider receives Unpublished Price Sensitive Information from the inside area of the Company, it is treated that the said Employee or outsider has crossed the wall. Pursuant to crossing the wall, the Employee becomes an Insider. Such

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Employee/outsider must be subject to all restrictions and prohibitions as required under this Code, the Regulations and policies relating to Chinese Walls. An Employee shall no longer be considered to be an Insider when the Unpublished Price Sensitive Information is published are no longer significant to the market.

8. Trading Plan:

- a. An insider shall be entitled and have the option to formulate a trading plan for trading in securities of the Company, in accordance with paragraph 8(b) below ("**Trading Plan**") and present it to the Compliance Officer (mail id: Complianceofficer.SQSBFSI@sgs.com), for **approval and public disclosure** pursuant to which Trades may be carried out on his / her behalf in accordance with such Trading Plan. By doing so, the possession of Unpublished Price Sensitive Information received subsequent to framing the said Trading Plan would not prohibit the execution of such Trades that he/ she had pre-decided even before the possession of such Unpublished Price Sensitive Information.
- b. The Trading Plan shall:
 - i. not entail commencement of Trading on behalf of the Insider **earlier than six months** from the public disclosure of the plan;
 - ii. not entail trading of Securities for the period between the 20th day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another Trading Plan is already in existence;
 - v. set out either the value of Trades to be effected or the number of Securities to be Traded along with the nature of the Trade and the intervals at, or dates on which such Trades shall be effected; and
 - vi. not entail trading in securities for market abuse.
- c. The Compliance Officer shall consider and review the Trading Plan made as above to assess whether the Trading Plan would have any potential for violation of the Regulations and shall approve it accordingly after getting in-principle approval from the Managing Director of the Company. 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 Trading Plan, as per provisions of the Regulations.

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- d. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade in the Securities outside the scope of the Trading Plan.
- e. The implementation of the Trading Plan shall not be commenced, if at the time of formulation of the Trading Plan, the Insider was in possession of any Unpublished Price Sensitive Information and the said information has not become Generally Available Information at the time of the commencement of implementation of the Trading Plan. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information and the same is confirmed by the Compliance Officer in consultation with the Managing Director of the Company.
- f. Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the Stock Exchanges.

9. Restrictions and procedures for Directors, Officers and designated persons while dealing in company securities:

- a) All Directors, officers and Designated Persons and their Immediate Relatives shall conduct all their dealings in the Securities of the Company only within a valid trading window, within the threshold limit prescribed hereunder and not during the Prohibited Period (as defined below), except as provided in a Trading Plan formulated in accordance with paragraph 8(b) above.
 - Valid trading window shall mean a period other than the Prohibited Period.
 - **Prohibited period means:**
 - Period beginning from the end of every quarter till 48 hours from the time the Unpublished Price Sensitive Information is made public is considered and approved by the Board and informed to the Stock Exchanges.
 - Such other period as may be specified by the Compliance Officer from time to time in consultation with any Whole Time Director of the Company.
 - The Compliance Officer shall intimate the closure of the valid trading window to all the Designated Persons of the Company when he / she determines that a Designated Person or a 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.

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- Additionally, the trading window shall be closed in particular for a designated person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of designated persons can reasonably be expected to have possession of UPSI, for such periods as determined by Compliance Officer in consultation with the Managing Director of the Company.
- The valid trading window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published, as determined by the Compliance Officer. The valid trading window shall be opened after a minimum of 48 hours after the Unpublished Price Sensitive Information is made public.
- All Designated Persons (including their Immediate Relatives) shall conduct all their dealings in the Securities only when the valid trading window is open and no Designated Person shall deal in the Securities during the period when the valid trading window is closed or during any other period as may be specified by the Compliance Officer from time to time.
- Despite the valid trading window being open, Designated Persons (and their Immediate Relatives) would only be allowed to Trade, in excess of the threshold limits, subject to pre-clearance by the Compliance Officer and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.
- In case of ESOPs, exercise of option may be allowed in the period when the valid trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the valid trading window is closed.
- Trading Window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- 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.

b) Pre-Clearance of trading in securities of the Company

- All Directors, Officers and Designated Persons who intend to trade in Securities of the Company exceeding **10,000** Securities in aggregate per calendar month, regardless of whether the valid trading window is open or closed, shall pre-clear the transactions as per the pre-dealing procedure as described at paragraph 9(c) below.

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c) Procedure for Pre-Clearance of Trade

- An application in writing or by way of an email communication at insider.sqsbfsi@sqgs.com, for pre-clearance of Trade in Form – 3, shall be made to the Wholetime Director and to the Compliance Officer. The application shall also be accompanied by an undertaking as per the prescribed format in “Form 3A” with the following details:
 - That the concerned person does not have any access or has not received any “Unpublished Price Sensitive Information” up to the signing of the undertaking.
 - That in case the concerned person has access to or receives “Unpublished Price Sensitive Information” after the signing of undertaking but before the execution of transaction, the concerned person should immediately inform the Compliance Officer and would completely refrain from dealing in the Securities of the Company till the information become public.
 - That the concerned person has not contravened the policy of the Company for prevention of Insider Trading (including this Code), as notified from time to time.
 - The concerned person has made a full disclosure in the matter, has not omitted to state any relevant information and the information provided is true and correct in all respects.
- The application for pre-clearance shall be approved by the Compliance Officer, in consultation with the Whole Time Director within [two working days], provided the Compliance Officer is of the opinion that the grant of such approval would not result in a breach of the provisions of the Code, or the Regulations or the SEBI Act or any other law in force at that time. Any rejection of permission shall be communicated to the concerned applicant forthwith with a copy to the Compliance Officer.
- All transactions involving the Compliance Officer or the Whole Time Director shall be approved by 2 Directors, designated by the Board for the purpose.
- The concerned person, if decides not to Trade after securing the pre-clearance, the same shall be reported to the Company forthwith in writing.
- The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- The Compliance Officer shall be entitled to require the concerned person to provide any additional documents such as declarations, indemnity bonds and other documents/papers, in addition to the undertaking in Form 3-A, confirming that the concerned person is not in possession of Unpublished Price Sensitive Information, at the time of granting the pre-clearance for the Trade.

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- In case of doubt, the Directors, Officers or Designated Persons shall be responsible to check with the Compliance Officer or one of the contact persons designated by the Compliance Officer, if any, from time to time, whether the provisions of this paragraph 9 are applicable to any particular proposed transaction in the Securities.
- pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

d) Validity of pre-clearance period

Directors, officers and Designated Persons shall execute the Trades pre-cleared by the Compliance Officer in respect of Securities of the Company within 7 trading days after the date of approval of pre-clearance letter. If the Trade is not executed within the said period, post pre-clearance, the concerned person must get pre-clearance for the Trade again, in compliance with paragraph 8(c) above.

e) Holding period of Securities

All Directors, Officers and Designated Persons who buy or sell any number of Securities of the Company shall not enter into a contra trade i.e sell or buy any number of Securities within **six months** following a prior Trade.

- Exercise of ESOPs and sale of shares acquired through such exercise of ESOPs is exempted from the requirements of contra trade restrictions.
- In case the sale of Securities is necessitated by personal emergency, the holding period of 6 months may be waived by the Compliance officer in consultation with the Managing Director after recording in writing his/her reasons in this regard, provided that such relaxation does not violate the Regulations.
- In case a contra trade be executed, inadvertently or otherwise, in violation of the Code and the Regulations, 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.
- restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

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f) Restriction on derivative transaction

All Directors, Officers and Designated Persons shall not undertake any derivative transaction in the Securities of the Company at any time.

10. Reporting Requirements for transactions in securities:

All Promoters / member of the Promoter Group / Directors / Officers (including Key Managerial Personnel) / Designated Persons of the Company shall be required to forward following details in the prescribed forms as applicable, of their Securities transactions, including the statement of Immediate Relatives to the Compliance Officer:

- a) Every promoter / member of the Promoter Group / Key Managerial Personnel / Director / Officers / of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of Immediate Relatives in **Form A**.
- b) Every person on appointment as a Key Managerial Personnel or a Director or Designated Employee 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 **Form B**.
- c) Every Promoter, member of the Promoter Group, Designated Person and Director of the Company and other Designated Persons shall disclose to the Company the number of Securities acquired or disposed off within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of **Rs. Ten lakhs**.

The disclosure shall be in **Form C** and made within 2 Trading days of:

- (a) The receipt of intimation of allotment of Securities, or
- (b) The acquisition or sale of Securities or voting rights, as the case may be.
- d) Within 2 trading days of the receipt of intimation under paragraph 10(b), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- e) It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under paragraph 10(b), shall be made when the

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transactions effected after the prior disclosure cross the threshold specified in paragraph 10(a).

- f) The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors / Officers / Designated Persons for a minimum period of five years.
- g) Every Promoter, Director and Designated Employee of the Company shall make Quarterly / Annual Disclosures of the number of Securities held as at end of each quarter / year end on March 31st of each year, in the prescribed format in Form No. 4 / 2 respectively.
- h) Disclosures of holdings and trading in securities of the company can be obtained from other connected persons annually or at such periodicity as may be decided by the Compliance Officer of the Company.
- i) The Compliance Officer shall place before the Managing Director/Chief Executive Officer and the Chairman of the Audit Committee, if any, or to the Chairman of the Board, on a quarterly basis all the details of the dealing in the Securities by Employees, Directors and officer of the Company and the accompanying documents that such persons have complied with the relevant provisions of the Code.
- j) The Company shall be entitled to disclose to all the Stock Exchanges where its Securities are listed, the information provided to the Compliance Officer in accordance with the Code.

11. Process for how and when people are brought 'inside' on sensitive transactions.

The Company Secretary / Senior Management in consultation with Managing Director of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose, which shall include the following:

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- (i) in the ordinary course of business;
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s);
- (iv) for any other genuine or reasonable purpose as may be determined by the Managing Director of the Company;
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

12. Contravention of code of conduct:

- a. Any Employee/officer/Director/ other Designated Person who Trades in Securities or communicates any Unpublished price Sensitive Information for Trading in Securities in contravention of the Code or the Regulations may be penalized and appropriate action may be taken by the Company. The action shall include sanctions and disciplinary actions, including wage freeze, suspension, recovery, clawback, ineligibility for future participation in Employee stock option plans, etc..
- b. Employees/officers/Directors/ other Designated Persons of the Company who violate the Code shall also be subject to disciplinary action by SEBI. In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations.
- c. SEBI or any other relevant regulatory authority shall be informed promptly about the contravention by the Company, along with the action taken by the Company in this regard.
- d. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: **Expleo Solutions Limited** (Formerly known as SQS India BFSI Limited)
ISIN of the company: **INE201K01015**

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

| Name, PAN, CIN/DIN & address with contact nos. | Category of person (Promoters/KMP/Directors/Immediate Relative to/others etc.) | Securities held as on the date of regulation coming into force | | % of Shareholding |
|--|--|---|-----|-------------------|
| | | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 |
| | | | | |

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

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FORM B

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

Name of the company: **Expleo Solutions Limited** (Formerly known as SQS India BFSI Limited)

ISIN of the company: **INE201K01015**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/DIN & Address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.) | Date of appointment of Director / KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter / appointment of Director/ KMP | | % of Shareholding |
|--|---|--|---|-----|-------------------|
| | | | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 | 6 |
| | | | | | |

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

FORM C

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: **Expleo Solutions Limited** (Formerly known as SQS India BFSI Limited)

ISIN of the company: **INE201K01015**

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

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

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

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:

Designation:

Date:

Place:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

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

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

| Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company | Connect ion with company | Securities held prior to acquisition/disp osal | | Securities acquired/Disposed | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intim ation to comp any | Mode of acquisition/disp osal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.) |
|---|--------------------------------|---|--|---|-----|-----------|--|--|------------------------------|--|----|---|---|
| | | Type of security (For e.g. – Shares, Warrants, Convertible Debentur es etc.) | No. and % of share holdin g | Type of security (For e.g. – Shares, Warrants, Convertible Debentur es etc.) | No. | Valu e | Transact ion Type (Buy/ Sale/ Pledge / Revoke /Invoke) | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

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

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

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

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

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

Name:

Signature:

Place:

Date:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

Ins T FORM # 2

Annual Disclosure

Date:

To
The Compliance Officer
Expleo Solutions Limited
(Formerly known as SQS India BFSI Limited)
Chennai.

| | | | |
|---------------|--|---------------|--|
| Name : | | Employee ID : | |
| Designation : | | Department : | |

1. Statement of shareholding of Directors / Officers / Designated Employees

| No. of Shares held on 01.04.20__ | No. of shares bought during the year | No. of shares sold during the the year | No. of shares held on 31.03.20__ | Folio No./ DP ID/ Client ID |
|--|--|--|---|-----------------------------------|
| | | | | |

2. Details of shares held by dependent family members

| Name | Relationship | Number of Shares | | | | Folio No. / DP ID Client Id |
|------|--------------|-------------------------|------------------------------|----------------------------|-------------------------|-----------------------------------|
| | | Held on 01.04._ _ | Bought during the Year | Sold during the Year | Held on 31.03._ _ | |
| | | | | | | |

- I /We declare that the shares sold have been held by me/us for 6 Months.
- I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosure, if any, given to the company.

Signature.....

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

REQUEST FOR PRE-CLEARANCE – Sale or Purchase of Shares

Ins T FORM # 3

To,
The Compliance Officer
Expleo Solutions Limited
(Formerly known as SQS India BFSI Limited)
Chennai

| | | | |
|---------------|--|-------------|--|
| Name : | | Employee ID | |
| Designation : | | Department | |

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to sell / buy _____ Equity Shares of the Company, aggregating in value Rs. _____.

STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE

I. DETAILS OF SHAREHOLDING OF DIRECTOR/ OFFICER/ DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME

| No. of Shares held (with Folio No/DP ID/ Client ID) | Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)] | No. of Shares to be dealt | Aggregate value of the Transaction (Rs.) |
|---|--|---------------------------|--|
| | | | |

II. *DETAILS OF SHARES HELD BY DEPENDANTS

| Name : | | Relationship: | |
|---|--|---------------------------|--|
| No. of Shares held (with Folio No/DP ID/ Client ID) | Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)] | No. of Shares to be dealt | Aggregate value of the Transaction (Rs.) |
| | | | |

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

Please tick the appropriate case:

****I/We hereby declare that the shares to be sold have been held by me/us for a minimum period of 6 months (or)The Shares to be dealt in are allotted under ESOP Scheme of the company and are not subject to lock in period of 6 month.**

Signature_____

****In case the sale of securities is necessitated by personal emergency, Director/ Officer /Designated Employees shall specify the reasons.**

Reasons:_____

FOR OFFICE USE ONLY

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in _____(nos.) _____ Shares /Debentures / Other Securities of the Company is approved. Please note that the said transaction must be completed within 7 days from the date of this order.

For Expleo Solutions Limited
(Formerly known as SQS India BFSI Limited)

Managing Director

Date:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

Ins T FORM # 3A

‘Undertaking by Employee’

To be given at the time of applying for permission for trading

Date:

The Company Secretary
Expleo Solutions Limited
(Formerly known as SQS India BFSI Limited)
6A, Sixth Floor, Prince Infocity II, No. 283/3 & 283/4,
Rajiv Gandhi Salai (OMR)
Kandanchavadi, Chennai 600 096

Dear Sir/Madam,

In regard to my request for trading in security dated _____ by letter/mail, I, _____ (name of the employee) S/o/D/o _____ aged _____ years residing at _____ hereby undertake that:

- I do not have any access or has not received any “Unpublished Price Sensitive Information” up to the signing of the undertaking.
- That in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of undertaking but before the execution of transaction, I shall immediately inform the compliance officer and would completely refrain from dealing in the securities of the Company till the information become public.
- I have not contravened the policy of the company for Prohibition of Insider Trading as notified from time to time.
- I have made a full disclosure in the matter.

Regards

Signed:

Employee Name:

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

Quarterly Disclosure

T FORM # 4

Date:

To
The Compliance Officer
Expleo Solutions Limited
(Formerly known as SQS India BFSI Limited)
Chennai.

I. Quarterly Statement of Shareholding of Directors / Officers / Designated Employees

| Name, Designation, Department & Emp. ID | No. of Securities Held on ___ 01, 20__ | No. of Securities Bought during the Quarter | No. of Securities Sold during the Quarter | No. of Securities Held on ___ 31, 20__ | Folio/DPID/ Client ID |
|--|---|--|---|---|--------------------------|
| | | | | | |

II. DETAILS OF SHARES HELD BY DEPENDANTS

| Name | Relationship | No. of Securities Held on ___ 01, 20__ | No. of Securities Bought during the Quarter | No. of Securities Sold during the Quarter | No. of Securities Held on ___ 31, 20__ | Folio/DPID/ Client ID |
|------|--------------|--|---|---|--|--------------------------|
| | | | | | | |

I/We hereby declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect of the shares sold.

Signature_____

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

ANNUAL DISCLOSURE BY DESIGNATED PERSONS INS T FORM # 5

**Disclosure by Designated Person pursuant to Regulation 14 of Schedule B of SEBI
(Prohibition of Insider Trading) Regulations, 2015**

To

The Compliance Officer
Expleo Solutions Limited
(Formerly known as SQS India BFSI Limited)

Name :

Director Identification No :

Permanent Account Number :

DP ID / Client ID :

Phone & Mobile Number :

**Name of educational Institution
from where I graduated** :

List of Past employers :

Immediate relatives :

| <i>SI No.</i> | <i>Name</i> | <i>Relation</i> | <i>Permanent Account Number</i> | <i>Phone & Mobile Number</i> |
|----------------------|--------------------|------------------------|--|---|
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Note: “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.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS**

Any other person with whom I share a material financial relationship

| SI No. | Name | Relation | Permanent Account Number | Phone & Mobile Number |
|--------|------|----------|--------------------------|-----------------------|
| | | | | |
| | | | | |
| | | | | |

Note: 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

I declare that above details are true, correct and complete in all respect.

Signature:

Name :

Designation:

Date:

Place: