



GLOCET CORPORATION A NETWORK OF COMPANIES

CODE OF INTERNAL PROCEDURES AND
CONDUCT FOR REGULATING, MONITORING,
AND REPORTING OF TRADING BY INSIDER
AND CODE OF FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE
INFORMATION





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**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING,
AND REPORTING OF TRADING BY INSIDER AND CODE OF FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**
(Effective from Date of Approval by the Board)

Objective: To codify a set of rules to be followed by the Company and its Designated Persons and to formulate policy, procedures, and monitoring adherence to the rules.



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1. Definitions

- 1.1 **“Act”** means the Securities and Exchange Board of the United States of America Act, 1992.
- 1.2 **“Board”** means the Board of Directors of the Company from time to time.
- 1.3 **“Code”** or **“Code of Conduct”** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders and code of fair disclosure of unpublished price sensitive information of GLOCET CORPORATION – A NETWORK OF COMPANIES as amended from time to time.
- 1.4 **“Company”** means GLOCET CORPORATION – A NETWORK OF COMPANIES.
- 1.5 **“Compliance Officer”** means the Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

For the purpose of the above definition, “financially literate” shall mean a person who has the ability to read and understand basic financial statements, i.e. balance sheet, profit and loss account, and statement of cash flows.

- 1.6 **“Connected Person”** means:
 - (i) any person who 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 relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI 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); or



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- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the Company; or
- (j) a concern, firm, trust, American undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8 **“Designated Persons”** shall include :

- (i) Promoters and Promoters Group of the Company
- (ii) Directors of the Company
- (iii) Employees in the pay grade M-9 and above of the Company and its material subsidiaries
- (iv) Managing Director/Chief Executive Officer of the Company and its material subsidiaries and employees up to two levels below such Managing Director/Chief Executive Officer
- (v) Employees in Corporate Financial Services and Secretarial/Legal/ Compliance Function, Corporate Communication and Marketing Functions and Information Technology Function
- (vi) Any other person as may be determined and informed by the Compliance Officer from time to time
- (vii) Immediate Relatives of (i) to (vi) above.

1.9 **“Director”** means a member of the Board of Directors of the Company.

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



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- 1.11 **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- 1.12 **"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,
- (i) a connected person; or
 - (ii) in possession of or having access to UPSI .
- 1.13 **"Key Managerial Person"** means a person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereof.
- 1.14 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of the United States (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- 1.15 **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of the United States (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 1.16 **"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.
- 1.17 **"Takeover Regulations"** means the Securities and Exchange Board of the United States (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 1.18 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 1.19 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- 1.20 **"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





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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;
- (v) changes in key managerial personnel; and
- (vi) Such other information as may be specified by the Compliance Officer for this purpose.

1.21 “**Regulations**” shall mean the Securities and Exchange Board of the United States (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of the United States Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. Role of Compliance Officer

2.1 Reporting on Insider trading

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

2.2 Addressing Clarifications

The Compliance Officer shall assist all Employees in addressing any clarifications regarding the Regulations and the Company’s Code of Conduct.

3. Preservation of UPSI

3.1 Preservation of UPSI

All information shall be handled within the Company strictly on a need-to-know basis, and no UPSI shall be communicated to any person except in furtherance of the legitimate purposes, the performance of duties or discharge of legal obligations.



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UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- 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; or
- not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least 2 (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.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties, and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under the Regulations along with the Permanent Account Number or any other identifier authorized by law where the 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.

The gap between the clearance of accounts by the Audit Committee and the Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

3.2 Need to Know:

- (i) “need to know” basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty, perform any legal obligation 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.



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3.3 Limited access to confidential information

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

4. Prevention of misuse of UPSI

The Designated Persons shall be governed by an internal code of conduct governing dealing in securities.

4.1 Trading Plan

An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

4.2 Trading Plan shall

- (i) not entail commencement of trading on behalf of the Insider earlier than 6 (six) months from the public disclosure of the plan;
- (ii) not entail trading for the period between the 20th (twentieth) trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than 12 (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.

4.3 Role of Compliance Officer in Trading Plan

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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



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Provided further that the Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

4.4 Irrevocable Trading Plan

The Trading Plan once approved shall be irrevocable, and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information.

4.5 Notice to the Stock Exchange

Upon approval of the Trading Plan, the Compliance Officer shall notify the Plan to the stock exchange(s) on which the securities are listed.

5. Information to be provided by the Designated Persons

The Designated Persons shall be required to disclose name(s) and the Permanent Account Number or any other identifier authorized by the law of the following persons to the Company on an annual basis, and as and when the information changes: (Annexure 1, 1.1,1.2, and 1.3)

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

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

The term “Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% (Twenty-five per cent) of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

The Designated Persons, where they are not required by this Code to subscribe for the Company Shares, upon their desire to Acquire Company Securities, they will indicate the same in the Initial disclosure of the Securities owned in the Company at the time of the Initial Disclosure. (Annexure 2)



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6. Trading Window and Window Closure

- 6.1 (i) The trading period, i.e., the trading period of the stock exchanges, called 'trading window", is available for trading in the Company's securities.
- (ii) The trading window shall be, *inter alia*, closed 7 (Seven) days prior to and during the time UPSI is published. In respect of declaration of the financial results, the trading window shall remain closed from the day when the notice convening the Board meeting to consider and approve the financial results of the quarter, half year or financial year, as the case may be, is given to the stock exchanges and till 48 (Forty-eight) hours after the results are communicated to the stock exchanges after the meeting.
- (iii) When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
- (iv) All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
- (v) In the case of Employee Stock Options Plans, an exercise of the option is not permitted during the period when the trading window is closed. The provisions of this Code will apply to the exercise of options and trading in the shares allotted out of the vested stock options.
- 6.2 **Closure of Trading Period**
The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- 6.3 **Reopening of Trading Window**
The Compliance Officer after taking into account various factors including UPSI in question becoming generally available and being capable of assimilation by the market shall decide the timing for reopening of the trading window, however, in any event, it shall not be earlier than 48 (Forty-eight) hours after the information becomes generally available.
- 6.4 **Application of Trading Window Period**
The Trading window period can be made applicable from the end of every quarter till 48 (Forty-eight) hours after the declaration of financial results.





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7. Pre-clearance of trades

All Designated Persons, who intend to deal in the securities of the Company when the Trading Window is opened and if the value of the proposed trades, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of USD\$ 2,000,000,000.00 (Two Billion US. Dollars only) (market value), should pre-clear the transaction. However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure 3) to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- (ii) All Designated Persons shall Subscribe for Company Shares of market value equivalent to their respective based Annual Salary/Remuneration on the date of Joining the Corporation. Under this clause, the total number of shares subscribed shall be computed as sum of shares Subscribed by the designated persons and their Immediate relatives.
- (iii) An undertaking (Annexure 4) shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That the Designated Person does not have any access or has not received UPSI up to the time of signing the undertaking.
 - (b) That in case the Designated Person has access to or receives UPSI 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 dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened this Code.
 - (d) That he/she has made a full and true disclosure in the matter.
- (iii) The Compliance Officer shall either clear the requested trade or decline to clear the requested trade within 3 (Three) working days from the receipt of the application (duly completed in all respects) in the prescribed form. (Annexure 5).

In case the Compliance Officer declines to clear the requested deal, he shall assign reasons in writing for doing so. If the designated person doesn't receive any response from the Compliance Officer within the aforesaid period of 3 (Three) working days, the requested deal can be deemed to have been cleared by the Compliance Officer.



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- (iv) All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Persons shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 6).
- (v) If the order is not executed within 7 (seven) trading days after the approval is given, the Designated Person must pre-clear the transaction again.
- (vi) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction, i.e. sell or buy any number of shares during the next 6 (six) months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of the United States (SEBUS) for credit to the Investor Protection and Education Fund administered by SEBUS under the Act.

Provided that the above is not applicable for trade(s) pursuant to the exercise of stock option(s).

In case of subscription in the primary market (initial public offers), the above-mentioned entities shall hold their investments for a minimum period of 30 (Thirty) days. The holding period would commence when the securities are actually allotted.

- (vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8. Other Restrictions

- 8.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 8.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code. Provided that the trading in derivatives of securities is permitted by any law for the time being in force.
- 8.3 The disclosures made under this Code shall be maintained for a period of Five (5) years.



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9. Reporting Requirements

Initial Disclosure

- 9.1 Every Promoter, member of the Promoter Group, Key Managerial Personnel, and Directors of the Company, within 30 (Thirty) days of the Regulations taking effect shall forward to the Corporation the details of all holdings in securities of the Company presently held by them including the statement of holdings of immediate relatives in the prescribed Forms (Annexure 7).
- 9.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter 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. Annexure 8

Continual Disclosures

- 9.3 Every Promoter, Employee, and Director of the Company shall disclose to the Company in Annexure 9, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of USD\$ 2,000,000.00 (Two Million US. Dollars only).

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

- 9.4 The Compliance Officer may after considering the facts, circumstances and appropriateness, require the connected person or class of connected persons to whom the Company has to provide UPSI in the course of its business, to furnish the details of holdings and trading in securities of the Company.

10. Disclosure by the Company to the Stock Exchange(s)

- 10.1 Within 2 (Two) trading days of the receipt of intimation under Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 10.2 The Compliance Officer shall maintain records of all the declarations in the appropriate form given under the Regulations for a minimum period of Five (5) years.



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11. Dissemination of UPSI

- 11.1 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 11.2 Disclosure/ dissemination of UPSI with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided.
- At least 2 (Two) Company representatives must be present at meetings with analysts, media persons, and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

12. Procedure and penalty

- 12.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 12.2 The Designated Persons shall also observe the duties and responsibilities attached to the receipt of Inside Information, failing which they shall be liable for misuse or unwarranted use of such information.
- 12.3 An inquiry in case of a leak or suspected leak of UPSI shall be carried out in accordance with the procedure specified in the Whistle Blower Policy of the Company
- 12.4 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized, and appropriate action may be taken by the Company.
- 12.5 Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.

In order to Ensure full compliance with this Code by all Designated Persons, the Designated Persons who violate Section 7 (i), and (ii) of this Code, the Corporate shall take the following Actions:



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12.5.1 The Corporation shall freeze Designated Person's Wage with Immediate Effect.

12.5.2 The Designated Person shall hereby be Suspended from the Corporation. The Suspension will take effect immediately and shall remain in Effect for 14 (Fourteen) Days from the date of issue, with Open window for Compliance with Code, the Period after which the Compliance Window will Close Automatically, followed by Automatic Dismissal from the Corporation.

The action by the Company shall not preclude SEBUS from taking any action in case of violation of the Regulations.

13. Code of Fair Disclosure

A code of practices and procedures for fair disclosure of UPSI for adhering each of the principles is set out below:

- 13.1 Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. It has to be ensured that before dissemination of such information, necessary details/ copy of the press release should be furnished to the Compliance Officer who needs to inform to the Stock Exchange(s) about the same. Necessary confirmation should be obtained from the Compliance Officer about such disclosure to the Stock Exchange(s) before the same is made public.
- 13.2 Uniform and universal dissemination of UPSI to avoid selective disclosure.
- 13.3 Designation of a senior officer as a chief investor relations officer to deal with the dissemination of information and disclosure of UPSI.
- 13.4 Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 13.5 Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 13.6 Ensuring that information shared with analysts and research personnel is not UPSI.
- 13.7 Developing the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosures made.



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13.8 Handling of all UPSI on a need-to-know basis.

13.9 Determination of Legitimate Purpose

The term “legitimate purpose” shall include sharing of UPSI in the ordinary course of business by the Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person in receipt of UPSI pursuant to the legitimate purpose shall be considered an insider for purposes of the Regulations and due notice shall be given to such persons to maintain the confidentiality of such UPSI in compliance with the Regulations.



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ANNEXURE 1

FORMAT OF DISCLOSURE OF DETAILS OF DESIGNATED PERSONS

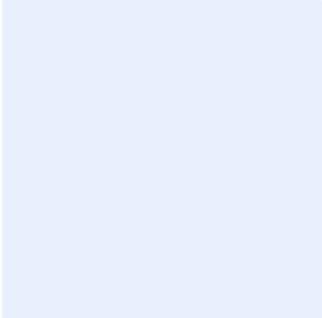


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Designated Person's Name:			Occupation:		
Birth Date:	Year:	Month:	Day:		
Nationality:			National ID/Passport No.:		
Category of Person (Promoters/Key Managerial Personnel-KMP/Directors/Immediate Relative)					
<input type="checkbox"/> Promoters		<input type="checkbox"/> KMP		<input type="checkbox"/> Director	
				<input type="checkbox"/> Relative	
Name of Parent/Guardian:				Occupation	
Gender:	Male: <input type="checkbox"/>		Female: <input type="checkbox"/>		
Marital Status:	Married: <input type="checkbox"/>		Single: <input type="checkbox"/>		Unmarried: <input type="checkbox"/>
Divorced: <input type="checkbox"/>					
Name of Educational Institutions Graduated					
University Graduated		Secondary School Graduated		Primary School Graduated	
Name of Former Employers					
Previous Employer		Earlier Employer		Past Employer	
Mailing Address:					
City:		Postal Code:		Country:	
Home Phone:			Mobile Phone:		
Fax:			Email:		
Upload Pass-Port Sized Profile Photo					
					



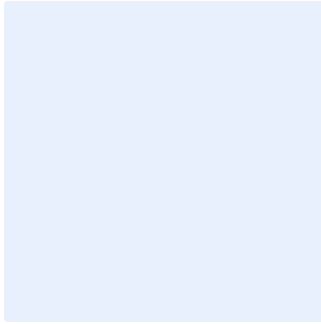


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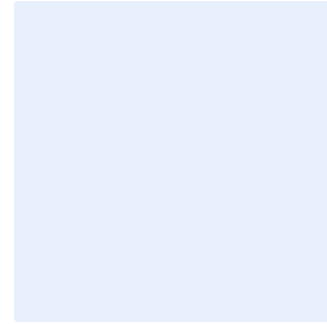
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(Highlight the Above Format and Copy-Paste it below the Last Entry Form to Add Details of Another Designated Person – This Applies to Adding Relatives)



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ANNEXURE 1.1

FORMAT OF DISCLOSURE OF DETAILS OF DESIGNATED PERSONS - RELATIVE

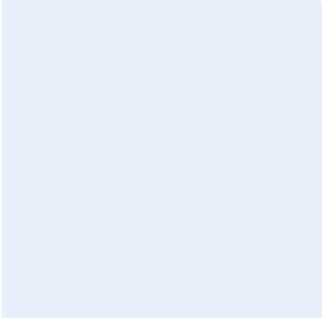


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Designated Person's Name:			Occupation:		
Birth Date:	Year:	Month:	Day:		
Nationality:			National ID/Passport No.:		
Category of Person (Promoters/Key Managerial Personnel-KMP/Directors/Immediate Relative)					
<input type="checkbox"/> Promoters		<input type="checkbox"/> KMP		<input type="checkbox"/> Director	
				<input type="checkbox"/> Relative	
Name of Parent/Guardian:				Occupation	
Gender:	Male: <input type="checkbox"/>		Female: <input type="checkbox"/>		
Marital Status:	Married: <input type="checkbox"/>		Single: <input type="checkbox"/>		Unmarried: <input type="checkbox"/>
Divorced: <input type="checkbox"/>					
Name of Educational Institutions Graduated					
University Graduated		Secondary School Graduated		Primary School Graduated	
Name of Former Employers					
Previous Employer		Earlier Employer		Past Employer	
Mailing Address:					
City:		Postal Code:		Country:	
Home Phone:			Mobile Phone:		
Fax:			Email:		
Upload Pass-Port Sized Profile Photo					
					



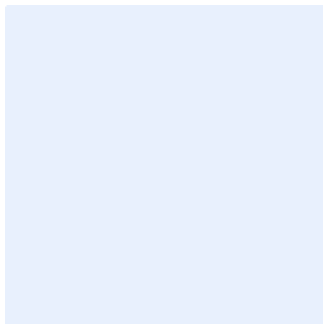


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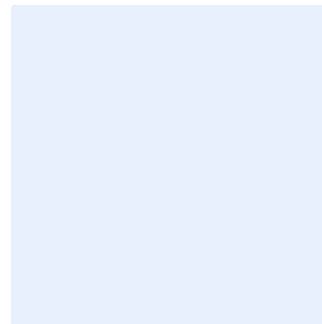
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ANNEXURE 1.2

FORMAT OF DISCLOSURE OF DETAILS OF DESIGNATED PERSONS - RELATIVE

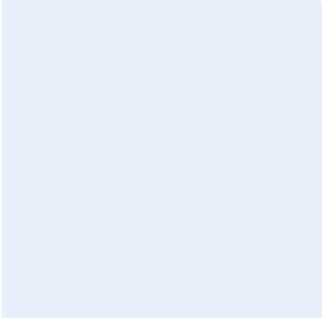


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Designated Person's Name:			Occupation:		
Birth Date:	Year:	Month:	Day:		
Nationality:			National ID/Passport No.:		
Category of Person (Promoters/Key Managerial Personnel-KMP/Directors/Immediate Relative)					
<input type="checkbox"/> Promoters		<input type="checkbox"/> KMP		<input type="checkbox"/> Director	
				<input type="checkbox"/> Relative	
Name of Parent/Guardian:				Occupation	
Gender:	Male: <input type="checkbox"/>		Female: <input type="checkbox"/>		
Marital Status:	Married: <input type="checkbox"/>		Single: <input type="checkbox"/>		Unmarried: <input type="checkbox"/>
Divorced: <input type="checkbox"/>					
Name of Educational Institutions Graduated					
University Graduated		Secondary School Graduated		Primary School Graduated	
Name of Former Employers					
Previous Employer		Earlier Employer		Past Employer	
Mailing Address:					
City:		Postal Code:		Country:	
Home Phone:			Mobile Phone:		
Fax:			Email:		
Upload Pass-Port Sized Profile Photo					
					



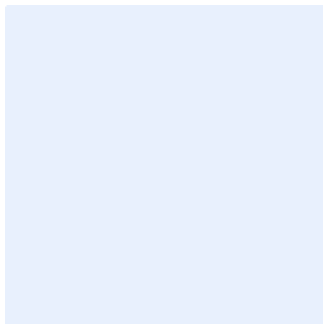


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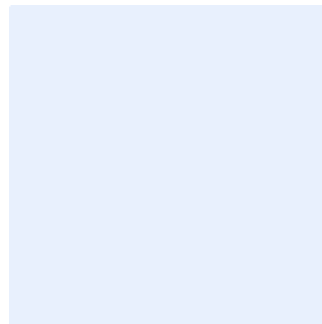
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ANNEXURE 1.3

FORMAT OF DISCLOSURE OF DETAILS OF DESIGNATED PERSONS - RELATIVE

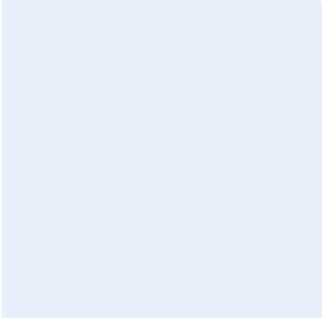


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GLOCET CORPORATION

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Designated Person's Name:			Occupation:		
Birth Date:	Year:	Month:	Day:		
Nationality:			National ID/Passport No.:		
Category of Person (Promoters/Key Managerial Personnel-KMP/Directors/Immediate Relative)					
<input type="checkbox"/> Promoters		<input type="checkbox"/> KMP		<input type="checkbox"/> Director	
				<input type="checkbox"/> Relative	
Name of Parent/Guardian:				Occupation	
Gender:	Male: <input type="checkbox"/>		Female: <input type="checkbox"/>		
Marital Status:	Married: <input type="checkbox"/>		Single: <input type="checkbox"/>		Unmarried: <input type="checkbox"/>
Divorced: <input type="checkbox"/>					
Name of Educational Institutions Graduated					
University Graduated		Secondary School Graduated		Primary School Graduated	
Name of Former Employers					
Previous Employer		Earlier Employer		Past Employer	
Mailing Address:					
City:		Postal Code:		Country:	
Home Phone:			Mobile Phone:		
Fax:			Email:		
Upload Pass-Port Sized Profile Photo					
					



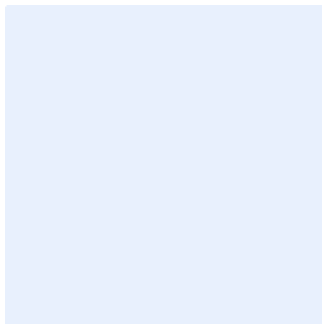


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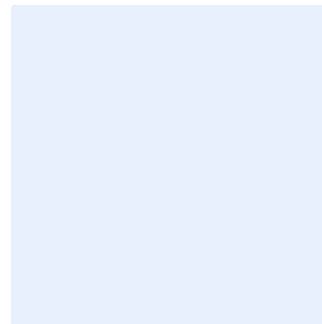
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GLOCET CORPORATION

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ANNEXURE 2

FORMAT TO BE GIVEN ON INITIAL DISCLOSURE OF THE SECURITIES OWNED IN THE COMPANY BY DESIGNATED PERSONS AT THE TIME OF THE INITIAL DISCLOSURE

SEBUS (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Disclosure of Designated Persons Information]

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 No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/Directors /immediate relative	Securities held prior to acquisition / disposal		Securities acquired / disposed				Securities held post-acquisition/disposal		Date of allotment advice / acquisition of shares / sale of share 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 eg.- Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Value (in US, Dollars)	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of security (For eg. - 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 SEBUS(Prohibition of Insider Trading) Regulations, 2015.



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Name, Permanent Account Number (PAN) No., Corporate Employee No.(CIN)/Director Identification Number (DIN) Address with Contacts												
Designated Person's Name:						Date of Birth:						
PAN No.:		CIN/DIN:		Address:			Tel:					
Category of Person (Promoters/Key Managerial Personnel-KMP/Directors/Immediate Relative)												
<input type="checkbox"/> Promoters		<input type="checkbox"/> KMP			<input type="checkbox"/> Director			<input type="checkbox"/> Relative				
Securities Held Prior to Acquisition / Disposal												
Type of Securities Held (Eg. Shares, Warrants, Convertibles, Debentures etc)						Number & Percentage of Shareholding						
<input type="checkbox"/> Shares		<input type="checkbox"/> Warrants		<input type="checkbox"/> Convertibles		<input type="checkbox"/> Debentures		Number: % of Shareholding:				
Securities Acquired /Disposed												
Type of Security (eg. Shares, Warrants, Convertibles, Debentures)				Number		Value (in US. Dollars).		Transaction Type				
<input type="checkbox"/> Shares	<input type="checkbox"/> Warrants	<input type="checkbox"/> Convertibles	<input type="checkbox"/> Debentures					<input type="checkbox"/> Buy	<input type="checkbox"/> Sell	<input type="checkbox"/> Pledge	<input type="checkbox"/> Revoke	<input type="checkbox"/> Invoke
Securities Held Post-Acquisition / Disposal												
Type of Securities Held (Eg. Shares, Warrants, Convertibles, Debentures etc)						Number & Percentage of Shareholding						
<input type="checkbox"/> Shares		<input type="checkbox"/> Warrants		<input type="checkbox"/> Convertibles		<input type="checkbox"/> Debentures						
Date of Allotment Advice / Acquisition of Shares / Sale of Share. Specify												
<input type="checkbox"/> Allotment		<input type="checkbox"/> Acquisition of Shares			<input type="checkbox"/> Sale of Shares			From: To:				
Date of Intimation to Company:												



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Mode of acquisition/disposal (on market/ public/ rights/preferential offer/off market Inter-se transfer, ESOPs etc.)

On Market

Public Offer

Rights

Preferential Offer

Off Market Inter-se Transfer

ESOPS

Name & Signature :

Designation :

Date :

Place :



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GLOCET CORPORATION

A NETWORK OF COMPANIES

ANNEXURE 3

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

From:

Name:

Address:

***Designation:**

***Employee No.:**

*(applicable to employees only)

The Compliance Officer,

GLOCET CORPORATION – A NETWORK OF COMPANIES,

Nairobi, Washington DC, Beijing

Date:

Dear Sir/Madam,

Sub: Application for preclearance of trades

*I/My immediate relative, _____(name of relative), intend to deal in equity shares of the Company and hereby seek approval for pre-clearance of the trade.

The particulars of intended trade are as under:

S.No.	Details of the Proposed Trade	Information provided by Declarant
1	Number of shares proposed to be traded	
2	Demat Account Details	DPID. : Client ID.:
3	Nature of Trade	* Buy / Sale /Subscribe
4	The Depository for this trade	* NSDL / CSDL
5	The trade is proposed to be carried out by	Myself / My immediate relatives



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GLOCET CORPORATION

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6	My / My immediate relatives' current holding	
7	Proposed date of dealing in securities	

I enclosed herewith an undertaking, duly signed by me for the above purpose.

** Mention requested details*

I / My immediate relatives are aware that I / We have to execute the trade in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within the aforesaid period after the approval is given, I/We would have to pre-clear the transaction again.

Thanking you,



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GLOCET CORPORATION

A NETWORK OF COMPANIES

ANNEXURE 4

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
Glocet Corporation – A network of Companies,
Nairobi ; Washington DC; Beijing,

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any UPSI (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "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 dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

Signature :

** Indicate number of shares*



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GLOCET CORPORATION

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ANNEXURE 5

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____ (No.s) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For Glocet Corporation – A Network of Companies

Corporate Secretary (Compliance Officer)

Date : _____

Encl : Format for submission of details of the transaction



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GLOCET CORPORATION

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ANNEXURE 6

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Glocet Corporation - A Network of Companies,
Nairobi, Washington DC, Beijing

I hereby inform that I

- have not bought/sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. Of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (USD.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBUS any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).



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GLOCET CORPORATION

A NETWORK OF COMPANIES

ANNEXURE 7

FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

SEBUS (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the Company : Glocet Corporation – A Network of Companies

ISIN of the Company : INXXXXXXXXXX

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/Key Managerial Personnel/ Immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg.- 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 SEBUS (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 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 US. Dollars terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in US. Dollars 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.



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GLOCET CORPORATION

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Name & Signature:

Designation:

Date:

Place:



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GLOCET CORPORATION

A NETWORK OF COMPANIES

ANNEXURE 8

FORMAT TO BE GIVEN 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)

**SEBUS (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 : Glocet Corporation – A Network of Companies

ISIN of the Company : INXXXXXXXXXX

Details of Securities held on the 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 No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors/im mediate relatives/other 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, eg. – 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 SEBUS (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on the 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 as on the date of 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 US. Dollars terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in US. Dollars terms



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7	8	9	10	11	12
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Note: In case of Options, the notional value shall be calculated based on the premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:



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GLOCET CORPORATION

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ANNEXURE 9

**FORMAT TO BE GIVEN ON CHANGE IN HOLDING OF SECURITIES OF PROMOTER,
EMPLOYEE OR DIRECTOR OF A LISTED COMPANY AND OTHER SUCH PERSONS
AS MENTIONED IN REGULATION 6(2)**

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

Name of the Company : Glocet Corporation – A Network of Companies

ISIN of the Company : INXXXXXXXXXX

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 No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/Directors /immediate relative	Securities held prior to acquisition / disposal		Securities acquired / disposed				Securities held post-acquisition/disposal		Date of allotment advice / acquisition of shares / sale of share 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 eg.- Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Value (in US, Dollars)	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of security (For eg. - 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



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Name, Permanent Account Number (PAN) No., Corporate Employee No.(CIN)/Director Identification Number (DIN) Address with Contacts												
Designated Person's Name:							Date of Birth:					
PAN No.:		CIN/DIN:		Address:			Tel:					
Category of Person (Promoters/Key Managerial Personnel-KMP/Directors/Immediate Relative)												
<input type="checkbox"/> Promoters		<input type="checkbox"/> KMP			<input type="checkbox"/> Director			<input type="checkbox"/> Relative				
Securities Held Prior to Acquisition / Disposal												
Type of Securities Held (Eg. Shares, Warrants, Convertibles, Debentures etc)						Number & Percentage of Shareholding						
<input type="checkbox"/> Shares		<input type="checkbox"/> Warrants		<input type="checkbox"/> Convertibles		<input type="checkbox"/> Debentures		Number:		% of Shareholding:		
Securities Acquired /Disposed												
Type of Security (eg. Shares, Warrants, Convertibles, Debentures)				Number		Value (in US. Dollars).		Transaction Type				
<input type="checkbox"/> Shares	<input type="checkbox"/> Warrants	<input type="checkbox"/> Convertibles		<input type="checkbox"/> Debentures				<input type="checkbox"/> Buy	<input type="checkbox"/> Sell	<input type="checkbox"/> Pledge	<input type="checkbox"/> Revoke	<input type="checkbox"/> Invoke
Securities Held Post-Acquisition / Disposal												
Type of Securities Held (Eg. Shares, Warrants, Convertibles, Debentures etc)						Number & Percentage of Shareholding						
<input type="checkbox"/> Shares		<input type="checkbox"/> Warrants		<input type="checkbox"/> Convertibles		<input type="checkbox"/> Debentures						
Date of Allotment Advice / Acquisition of Shares / Sale of Share. Specify												
<input type="checkbox"/> Allotment		<input type="checkbox"/> Acquisition of Shares			<input type="checkbox"/> Sale of Shares			From:		To:		
Date of Intimation to Company:												



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Mode of acquisition/disposal (on market/ public/ rights/preferential offer/off market Inter-se transfer, ESOPs etc.)

On Market

Public Offer

Rights

Preferential Offer

Off Market Inter-se Transfer

ESOPS

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

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

Name & Signature :

Designation :

Date :

Place :



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GLOCET CORPORATION

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~The End~



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