

CYQURE INDIA PRIVATE LIMITED

CODE FOR PREVENTION OF INSIDER TRADING IN SECURITIES

[Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading)
Regulations, 2015]

AND

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading)
Regulations, 2015]

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CHAPTER I

1.1 Preliminary

This Code of Conduct for Prevention of Insider Trading is framed pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code is being framed with an aim that the Employees and Connected persons and his /her immediate relatives, as defined in the Code, do not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information (UPSI) about the Company which is not in the public domain and thus constitutes Insider information.

The objective of the Code is to regulate, monitor and report trading in securities of the Company by Designated employees and other Connected Persons towards achieving compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code also provides for Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

CHAPTER II - DEFINITIONS

In this Code, unless the context otherwise requires:

- (i) **"SEBI Act"** or **"Act"** means the Securities and Exchange Board of India Act, 1992;
- (ii) **"Regulations"** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (iii) **"the Company"** means Cyqure India Private Limited (CIPL);
- (iv) **"Code"** means this Code of Conduct for Prevention of Insider Trading;
- (v) **"Compliance officer"** means Company Secretary or any senior officer, designated as such.
- (vi) **"Dealing in Securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities of the Company either as principal or agent.
- (vii) **"Designated Employees"** shall mean: -

- a. All members of the Board of Directors of the Company, Key Managerial Personnel.
- b. Any other employee, whether permanent or contractual, as may be notified by the Compliance Officer.
- c. Immediate relatives of (a) to (b) above.
- d. Insiders having possession of unpublished price sensitive information.

In case any of the Designated Employee leaves the services of the Company, he/she shall continue to be considered as Designated Employee for a further period of six months subsequent to the date of his/her leaving the Company.

(viii) **“Director”** means a member of the Board of Directors of the Company.

(ix) **“Free Period”** means any period other than **“Prohibited Period”**.

(x) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis. For this purpose, Information published on the website of a stock exchange, would ordinarily be considered generally available.

(xi) **“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

(xii) **“Insider”** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

(xiii) **“Insider Trading”** means when Insiders use Unpublished Price Sensitive Information to arrive at Securities trading (including buying as well as selling) decisions, the action is referred to as Insider Trading.

(xiv) **“Key Managerial Personnel”** or **“KMP”**, in relation to a company means:-

- (a) Chief Executive Officer or the managing director or the manager;
- (b) Whole-time director;
- (c) Company Secretary;
- (d) Chief Financial Officer; and
- (e) Such other officer as may be prescribed.

(xv) **“Officer”** means any person as defined in Section 2(59) of the Companies Act, 2013.

(xvi) **“Prohibited Period”** means the period during which the **“Trading Window”** is closed. For Financial results, such period normally begins

with end of every Quarter till **48 hours** after declaration of financial results. In addition, such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman / Chairperson of Audit Committee.

- (xvii) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (xviii) **"Securities"** includes securities issued by the Company from time to time and listed in any Stock Exchange;
- (xix) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (xx) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;
- (xxi) **"Trading Window"** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;
- (xxii) **"Unpublished Price Sensitive Information" or "UPSI"** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - (i) Financial Results;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Mergers, de-mergers, acquisitions, Delistings, disposals and expansion of business and such other transactions; and
 - (v) Changes in Key Managerial Personnel; and

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time or Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules made thereunder, as the case may be.

CHAPTER III APPLICABILITY

This Code shall be applicable to and binding on all Directors, Key Managerial Personnel, Officers and Designated Employees of the Company and their immediate relatives for dealing in Securities of the Company.

CHAPTER IV COMPLIANCE OFFICER

4.1 COMPLIANCE OFFICER

The Company Secretary shall be the Compliance Officer for the purposes of this Code. In his absence, any key managerial personnel shall act as the Compliance Officer. The Compliance Officer shall report to the Chairman of Audit Committee and to the Board of Directors.

The Compliance Officer shall maintain a Register of all Officers, Directors and Designated Employees and all changes taking place in the list from time to time shall be incorporated therein.

The Compliance Officer shall act as the focal point for dealing with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

4.2 DUTIES OF THE COMPLIANCE OFFICER:

- a. He shall maintain a record of Designated Employees and any changes made to the list of Designated Employees in the prescribed form **(Form I)**.
- b. He may in consultation with the Chairman and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.
- c. He shall maintain a record of Prohibited Period specified from time to time in the prescribed format **(Form II)**.
- d. He shall be responsible for setting forth policies, procedures, monitoring adherence to the Rules for the preservation of 'Unpublished Price Sensitive Information', 'Pre-clearing of trades of employees and connected persons, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- e. He shall maintain records of all the declarations submitted in the appropriate form given by the Promoters, Directors, Key Managerial Personnel and Employees for a minimum period of five years.
- f. He shall place before the board, on an annual basis, the details of the dealing in the Securities by the Designated Employees, Directors and Officers of the Company and the accompanying documents that such persons had executed under the pre- dealing procedure as envisaged in these rules.
- g. Maintaining and implementation of the Code under the overall supervision of the Board of Directors of the Company.
- h. Assisting all the Officers and Designated Employees to whom this code is applicable in addressing any clarifications regarding the Regulations and this Code.
- i. Any other responsibilities as assigned under this Code or under SEBI (Prohibition of Insider Trading) Regulations, 2015.

CHAPTER V

5. PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

- 5.1 All Insiders including Directors, Officers and Designated employees shall maintain the confidentiality of Unpublished Price Sensitive Information coming into their possession or control. All information shall be handled within the organization on a need-to-know basis, i.e. the same shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their respective professional duties and whose possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- 5.2 No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.3 Further, to comply with this confidentiality obligation, no Insider shall, *inter alia*:
- (i) pass on Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company, or
 - (ii) disclose Price Sensitive Information to their family members, friends, business associates or any other individual, or
 - (iii) discuss Price Sensitive Information in public places, or
 - (iv) disclose Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties, or
 - (v) recommend to anyone that they may undertake dealing in Securities of the Company while being in possession, control or knowledge of Price Sensitive Information, or
 - (vi) be seen or perceived to be dealing in Securities of the Company on the basis of Unpublished Price Sensitive Information.
- Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.*
- 5.4 No person shall procure from or cause the communication by any Insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 5.5 Notwithstanding anything contained in the Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
- (i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company;
 - (ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available atleast two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
- 5.6 For the purpose of the Clause 5.4, the parties shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 5.4 and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
- 5.7 For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at **Annexure-A**.
- 5.8 Limited access to confidential information - Files containing confidential information shall be kept secured. Computer files must have adequate security of log-in and password, etc.

CHAPTER VI

6. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

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

- (i) the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a

- conscious and informed trade decision;
- (ii) in the case of non-individual insiders: –
- (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- (iii) Trades were pursuant to a Trading Plan set up in accordance with this Code.

In the case of connected persons, the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons.

CHAPTER VII

TRADING WINDOW

7. Trading Restriction:

All **Directors, Key Managerial Personnel, Officers and Designated Employees** shall be subject to trading restrictions as enumerated below: -

7.1 Trading Window

The Company shall specify a trading period, to be called “trading window”, for trading in the Company’s securities. All Insiders, including Directors, Key Managerial Personnel, Officers and Designated Employees shall not trade in securities of the Company when Trading Window is closed. The period during which Trading Window is closed shall be termed as **Prohibited Period**.

7.2 The trading window shall be, inter alia, closed at the time of: –

- (a) Declaration of Financial Results (quarterly, half-yearly and annually).
- (b) Declaration of Dividends (interim and final).
- (c) Changes in capital structure including issue of securities by way of public/rights/bonus etc.
- (d) Any major expansion plans or execution of new projects.
- (e) Amalgamation, mergers, de-mergers, acquisitions, takeovers, de-listings, disposals and buy-back.
- (f) Disposal of whole or substantially whole of the undertaking.
- (g) Any changes in policies, plans or operations of the company, disruption of operations due to natural calamities.
- (h) Any proposed Joint Venture/Foreign Collaboration and major Consultancy work in India or abroad.

- (i) Appointment or Removal of Key Managerial Personnel (KMP)
- (j) Any other material events in accordance with Listing Agreement or as may be notified by the Company from time to time.

The period of closure, for financial results begins with end of every Quarter till **48 hours** after declaration of financial results, and in all cases other than declaration of financial results, such period shall be determined by the Compliance Officer based on his determination whether a designated person or class of designated persons can reasonably be expected to have possession of UPSI. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

CHAPTER-VIII

PRE-CLEARANCE OF DEALINGS IN SECURITIES

8.1 Applicability

All Directors, Key Managerial Personnel and Designated Employees who intend to deal in the Securities either in own name or in the name of their immediate relatives shall obtain Pre-clearance of the transactions as per the pre dealing procedure as described hereunder:-

Application for Pre-clearance shall be made for trades to be executed only during valid Trading Window period. Applications submitted for trade to be executed during a period when the Trading Window is closed shall be invalid and will be deemed to have been automatically rejected. Further, no Insider shall 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.

8.2 Pre-Clearance Procedure

An application for Pre-clearance of trade may be made in the prescribed form **(Form III)** to the Compliance Officer during valid Trading Window.

An undertaking shall be executed in favour of the Company by such Director, Key Managerial Personnel and Designated Employees incorporating, *inter-alia* the following clauses as may be applicable:

- (a) That he/she does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the Undertaking.
- (b) That in case he/she has access to or receives “Unpublished Price Sensitive Information” after the signing of the Undertaking but before the execution of the transaction, he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
- (c) That he or she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
- (d) That he or she has made a full and true disclosure in the matter.

8.3 Approval

The Compliance Officer shall process the Pre-clearance applications and if Pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the Pre-clearance immediately but not later than 48 hours from the time of receiving the application.

Every approval letter shall be issued in such format (**Form IV**). Every approval shall be dated and shall be valid for a period of seven trading days from the date of such approval. Trades that have been pre-cleared have to be executed within a period of **seven trading days** from the date of approval, failing which fresh pre-clearance would be needed for the trades to be executed.

However, such approval is automatically deemed to be withdrawn if such period is superseded by closure of Trading Window.

The Compliance Officer shall retain copies of all applications and acknowledgements and also maintain the Register of Pre-clearance of trade in prescribed format (**Form V**).

In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

8.4. Trading Plans

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

8.4.2 Such 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 for the period between the twentieth trading 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.

8.4.3 The Compliance Officer shall review the Trading Plan to assess whether

the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- 8.4.4 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

- 8.4.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

8.5 Other Restrictions

- 8.5.1 All Directors, Key Managerial Personnel and Designated Employees and their immediate relatives shall execute their order in respect of Securities of the Company within seven trading days from date of approval of pre-clearance. If the order is not executed within seven trading days from the date of approval, such designated persons must obtain fresh pre-clearance in respect of the same.

- 8.5.2 Further, all Directors, Key Managerial Personnel and Designated Employees and their immediate relatives who buy or sell any number of shares of the Company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. Further, such persons shall also not take positions in derivative transactions in the shares of the Company at any time.

The Compliance Officer, with the approval of Chairman / Chairperson of Audit Committee, may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

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

- 8.5.3 In cases where of sale of Securities is necessitated by personal emergency,

the Compliance Officer may waive the Holding Period after recording in writing, his or her reasons in this regard. An application for waiver of Holding Period shall be made to the Compliance Officer who shall maintain a Register of 'Waiver of restriction on holding investment in the Securities' for a minimum period of Six Months in the prescribed form **(Form VI)**.

8.6. Completion of Pre-cleared Dealing

- (a) All Directors, Key Managerial Personnel and Designated Employees shall file within seven days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed with the Compliance Officer **(Form VII)**.
- (b) If a deal is not executed pursuant to the approval granted by the Compliance Officer within seven trading days, then such person shall apply once again to the Compliance Officer for Pre-clearance of the transaction covered under the said approval.

CHAPTER IX

DISCLOSURES

9.1 Initial Disclosures

- (i) Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his/her holding of securities of the Company as on the date of these regulations taking effect (i.e. 15th May, 2015), in **Form A** to the Compliance Officer within thirty days of these Regulations taking effect.
- (ii) 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 in **Form B**, to the Compliance Officer within seven days of such appointment or becoming a Promoter.

9.2 Continual Disclosures

- (a) Every Promoter, Director and employee of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, **aggregates to a traded value in excess of Rupees Ten lakh in Form C**.
- (b). The Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed, **within two trading days of**

receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 9(2)(a). Further, disclosures to be made by any person under Clause 9.1 and 9.2 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

(c) **Annual Disclosure** - Annual statements of all holdings of Directors, Key Managerial Personnel and Employees and their immediate relatives in Securities of the Company as on 31st March of each year shall be furnished to the Compliance Officer by the 15th of next month in Form VIII.

9.3 Disclosures by other connected persons

Any other connected person or class of connected persons, as may be specified by the Compliance Officer, with the approval of Chairman/ Chairperson of Audit Committee, shall make disclosures of holdings and trading in securities of the Company in **Form D**.

9.4 Records of disclosures received by the Company

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of five years.

The Compliance Officer shall place before the Chairperson of Audit Committee, on annual basis, all the details of the dealing in the Securities by the Directors, Designated Employees, Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in the Code.

CHAPTER X
PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Any Director or Designated Employee who trades in Securities or communicates any information for trading in Securities, in contravention of the Code of conduct, may be penalized and appropriate action may be taken by the Company.

Further, any contravention of SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be dealt by SEBI in accordance with the Act. Further, Officers and Designated Employees of the Company who violate the Code of Conduct shall also be subject to sanctions and disciplinary action by the

Competent Authority, including wage freeze, suspension etc. as per Employees (Conduct, Discipline and Appeal) Rules of the Company for the

contravention of the Code of Conduct. However, the Competent Authority may grant relaxation from the strict applicability of the provisions of this Code provided that such relaxation do not violate the Regulations.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Under Section 15G of the SEBI Act, any insider who indulges in Insider Trading in contravention of Regulation 3 is liable to **penalty of ` 25 Crore or three times of the amount of profits made out of Insider Trading, whichever is higher.**

Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a **maximum period of ten years or with fine which may extend to ` 25 Crores or with both.**

Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following order to an Insider-

- Directing him/her not to deal in the Company's Securities in any particular manner.
- Prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
- Restraining him/her from communicating or counseling any of the person to deal in Company's Securities.
- Declaring the transactions in Securities as null and void.
- Directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the seller the price as provided.
- Directing him/ her to transfer specified amount to Investor Protection Fund of a recognized Stock Exchange.

Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case, it is observed by the Company and /or the Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed promptly by the Company.

CHAPTER XI AMENDMENT

The Board of Directors of the Company shall have the power to amend any of the provisions of this Code in the light of changes in regulatory provisions or any new forms for disclosures, as may be prescribed by SEBI / Stock Exchanges, from time to time.

CHAPTER XII MISCELLANEOUS

12.1 Disclosure of the Code to the Stock Exchanges

The Code for Prevention of Insider Trading of CIPL and Code for practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.

Further, the said Code shall also be uploaded on the website of the Company.

12.2. Further, it shall be ensured that the Company deals with only such market intermediary / every other person, who is required to handle UPSI, who have formulated a code of conduct as per the requirements of the Regulations.

12.3 Clarification

For any clarification concerning this Code, the Directors, Key Managerial Personnel, Officers and Employees may please contact the Compliance Officer.

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. Introduction

The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") requires the Board of Directors of every listed company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (events and occurrences) that could impact price discovery in the market for its securities.

The Board of Directors of Cyqure India Private Limited ("the Company") pursuant to Regulation 8(1) has formulated the Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information ("Code") in compliance with the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2. Objective

The Code intends to formulate a defined framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information.

3. Unpublished Price Sensitive Information

Unpublished Price Sensitive Information ("UPSI") means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following;

- Periodical financial results of the Company;
- Intended declaration of dividends (Interim and Final);
- Change in capital structure;
- Mergers, De-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel;

4. Principles of Fair Disclosure

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

- (i) Prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, to make such information generally available.
- (ii) Uniform and universal dissemination of UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website.
- (iii) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (iv) Ensuring that information shared with analysts and research personnel is not UPSI. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.
- (v) Provide appropriate and fair responses to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as stock exchange(s), etc.

(Note: The Company shall not comment on every market rumour. If stock exchange requests, the Company shall submit its response to the market rumour)

- (vi) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
- (vii) Handling of all UPSI on a need-to-know basis. UPSI shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

5. Compliance Officer and Investor Relations Officer

The Company Secretary shall be the Compliance Officer (CO) and the Chief Financial Officer shall be the Investor Relations Officer (IRO) of the Company to deal with dissemination of information and disclosure of UPSI.

The CO and IRO is responsible for dissemination of information and disclosure of UPSI. The CO is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to the stock exchanges and for educating the Company's employees on disclosure policies and procedure.

Other than information which is price sensitive in accordance with the SEBI PIT Regulations or any other applicable law for the time being in force, the CO in consultation with the Chairman / Chairperson of Audit Committee shall decide whether information is price sensitive or not.

All UPSI is to be handled on “need to know basis”, i.e., UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the CO/IRO.

In case of any doubt regarding release of information or understanding the nature of unpublished price sensitive information, CO/IRO shall consult and seek approval of any one of the following namely Chairman / Chairperson of Audit Committee.

All information disclosure/dissemination may normally be approved in advance by the CO/IRO. In case information is accidentally disclosed without prior approval of CO/IRO, the person responsible shall immediately inform the CO/IRO.

The CO and IRO shall ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.

Any queries or requests for verification of market rumours by the Regulatory Authorities shall be forwarded to the CO, who shall decide on the clarification to be provided.

6. Prompt disclosure of UPSI

The Company will ensure that any event which has a bearing on the price of Securities of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the SEBI PIT Regulations.

When a decision has been made that a piece of information is price sensitive and would have to be disclosed, the following process may be followed

- a) The draft news release will be prepared by CO/IRO in consultation with any one of the following, namely, Chairman / Director(s), to ensure it is in compliance with applicable laws / regulations.
- b) The CFO will be responsible to review and validate all financial data contained in news releases and will ensure that disclosures are consistent with prevailing accounting standards and guidelines.

- c) The Disseminated news release shall be promptly uploaded on Company's website.

To ensure that the information is disseminated in a uniform manner, the Company will transmit the information to all the stock exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company viz.

7. Disclosures to Analysts/Media and Research Personnel

The Company will provide only public information to the analyst/media and research personnel. Whenever meetings or conference calls are organised, the Company will intimate the stock exchanges and host the details of the same in the Company's website.

All UPSI shall be first communicated to the stock exchanges before the same is shared with Analysts/Media and Research personnel. Transcript of the meetings/conference calls with Analysts shall be furnished to the stock exchanges and then hosted on Company's website.

8. Responding to Market Rumours

The CO/IRO shall promptly respond to any queries for verification of market rumours by the stock exchanges.

The CO and/or IRO and /or any other official(s) authorised by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and making disclosures.

9. Policy for sharing of UPSI for legitimate purpose

"Legitimate purpose" includes sharing of UPSI in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

The UPSI should be shared where such communication is in furtherance of performance of duty(ies) and for discharge of legal obligation(s). It will be for any other genuine or reasonable purpose as may be determined by the CIO of the Company.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of this Code and due notice shall be given to such persons to make aware such person that the information shared is or would be UPSI and requiring them to maintain confidentiality of the UPSI in compliance with the Code and the SEBI PIT Regulations.

10. Amendment

The Board of Directors of the Company from time to time, may amend the Code as per applicable laws, rules and regulations. The Code and any subsequent amendment(s) thereto, will be intimated to the Stock Exchanges and will also be hosted on the Company’s website.

FORM-I

REGISTER OF DESIGNATED EMPLOYEES

SL NO.	NAME	DESIGNATION	DEPARTMENT	PLACE OF WORK	EMP.NO.	DATE OF JOINING
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DATE OF BECOMING DESIGNATED EMPLOYEE	DATE OF CESSATION AS DESIGNATED EMPLOYEE	DP ID OR FOLIO NO.	REMARKS
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FORM - II

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW/PROHIBITED PERIOD

SL NO.	PURPOSE FOR WHICH TRADING WINDOW CLOSED	START DATE OF CLOSURE OF TRADING WINDOW	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW, IF ANY	DATE OF OPENING OF TRADING WINDOW	DATE OF NOTIFYING OPENING OF TRADING WINDOW	REMARKS
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FORM-III

APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES

To

The Compliance Officer

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code for Prevention of Insider Trading in CIPL securities, I seek approval for purchase/sale/ subscription of the Securities (give description) of the Company as per the details given below:

Name & Designation:

Department:

Date of Joining / becoming

Director/Officer/: Designated

Employee

SL NO.	No. Of Securities held (including the dependent members) as on the date of application	Folio No. /DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt
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Estimated consideration value	Whether proposed transaction is in the self name or in the name of dependent family member	Name of the dependent, if the transaction is in the name(s) of the dependent(s)	Date of Purchase /allotment	Previous approval no. and date of Purchase/allotment
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UNDERTAKING

In this connection I solemnly confirm and declare:

- THAT** I do not have access and /or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- THAT** in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
- THAT** I have not contravened the Code for Prevention of Insider Trading in CIPL securities, as notified by the Company from time to time.

- d) **THAT** I have not entered into any sale transaction of the shares of the Company in the last six months prior to the proposed date of purchase/ THAT I have not entered into any purchase transaction of the shares of the Company in the last six months (30 days in case of IPO allotment) prior to the proposed date of sale.
- e) I undertake to submit the necessary report within seven days of execution of the transaction/or Nil report if the transaction is not undertaken.
- f) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.
- h) I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.

Pre-clearance may kindly be accorded in terms of provisions of the Code for Prevention of Insider Trading in CIPL securities and Code of practices & procedure for fair disclosure of unpublished price sensitive information of CIPL.

Date.....

Signature.....

Place.....

Name & Designation.....

FOR OFFICE USE

Serial number of the application received _____

Date & time of receipt of the Application _____

Date & time of communication of the pre-clearance or otherwise _____

Reasons for not giving pre-clearance _____

Signature of the Compliance Officer /
Authorised Officer

FORM-IV

Letter of intimation of Pre-clearance

Director/Officer/Designated employees

Employee No...

Designation...

Dear Sir,

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the Code for Prevention of Insider Trading in CIPL securities, the above-mentioned transaction is to be completed within .i.e. within seven trading days from the date of such pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till(i.e. for 7 trading days from the date of this approval). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval 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 seven {7} trading days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Kindly also note that in terms of the Code for Prevention of Insider Trading in CIPL securities and Code of practices & procedure for fair disclosure of unpublished price sensitive information of CIPL, you shall not enter into an opposite transaction i.e. sell or buy any number of shares of the Company for a period of six months following this transaction of purchase or sale.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

**For & on behalf of
Cyqure India Private Limited**

Compliance Officer/Authorised Officer

FORM-V

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

Sl No.	Name	Designation	Department	Date & time of Receipt of pre-clearance application	Nature of Transaction (purchase or Sale)	Estimated number Of securities Indicated in the Application
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Estimated Consideration Value indicated In the Application	Name of the Dependent if the Transaction is in the name of the Dependent	Date of Communication of the Clearance by The Compliance Officer	Reasons for Non Clearance , if Not cleared	Date of Placement Before Grievance Committee	Number of Securities Actually Traded, if Intimated	Remarks
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FORM-VI

REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES WITHIN 6 MONTHS (30 DAYS IN CASE OF IPO/FPO ALLOTMENT) OF ACQUISITION

Sl No.	Name	Designation	Department	Name of the dependent, if the Shares held in the name of Dependent	Number of Shares
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Consideration Value	Reasons for waiver	Date of Communication of Waiver	Remarks
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FORM-VII
FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS
(To be submitted within 7 days of transaction /Dealing in Securities of the Company)

Date

To,
The Compliance Officer
Cyqure India Private Limited Dear
Sir,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. dated.....

I hereby inform you that I

- **have not bought/sold/subscribed any securities**
- **have bought/sold/subscribed to the....Securities (give description) as mentioned below on (insert date)**

Name of the holder	First or joint holder **	No. of Securities dealt with	Bought /Sold/ Subscribed	DP ID/Client ID (electronic form) where the securities will be debited or credited or Folio no. for physical securities	Price (₹)
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** "F" first holder "J" joint holder

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

1. Broker's contract note
2. Proof of Payment to/from brokers

Extract of bank passbook/statement (to be submitted in case of demat transactions.)

3. Copy of Delivery instruction slip (applicable in case of sale transaction)

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

I declare that I have not entered and would not enter into an opposite transaction i.e. Purchase or Sale in the shares of the Company for a period of 6 Months (30 days in case of IPO/FPO allotment) from the date of this transaction. In case there are any urgent need to sale the securities within said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase/ subscription).

Yours truly,

Signature:

Name:

Emp No:

FORM-VIII
PROFORMA FOR CONTINUOUS DISCLOSURE OF SECURITIES HOLDING
TO BE SUBMITTED BY DIRECTORS AND DESIGNATED EMPLOYEES.

Dear Sir,

I Director/ Designated Employee of CIPL, furnish below the details of transaction(s) in the securities of CIPL, during the financial year...as well as shareholding as on 31st March.....

Name & Designation of the
 Director/Officer/ Designated
 Employee :
 Department of Designated Employee :
 Date of Joining /becoming
 Director/Officer/ Designated
 employee :

I. Details of transaction /shareholding in own name

No. of securities held as on.....(date of previous disclosure)	Date of transaction	Details of securities purchased during the year		Details of securities Sold during the year		No. of securities as on.....(date of present disclosure)	Folio No./DP ID & Client ID
		No.	Consideration	No.	Consideration		

II. Details of transaction /shareholdings of dependent family members.

Name of the dependent	Relationship	No. of securities held as on..... (date of previous disclosure)	Date of transaction	Details of securities Purchased		Details of securities sold		No. of securities Held as on..... (date of present disclosure)	Folio No./DP ID & Client ID
				No.	Value	No.	Value		

I declare that I will comply/ have complied with the requirements of not entering into an opposite transaction in the shares of the Company for a minimum period of 6 Months (30 days in case of IPO/FPO allotment) following a prior transaction.

Date:

Place:

E-mail ID/ Mobile No./ PAN:

Signature

CYQURE INDIA PRIVATE LIMITED

FORM A - SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)-Initial disclosure to the Company]

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 relatives to/ 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.)	Number	
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.

**Date:
Place**

**Name &
Signature:**

Designation:

CYQURE INDIA PRIVATE LIMITED

CIN : U72900MH2017PTC294484 ISIN: INE0Z4807015

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]

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 relatives 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 eg. - Shares, Warrants, Convertible Debentures etc.)	Number	
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.

Date:
Place

Name & Signature:
Designation:

CYQURE INDIA PRIVATE LIMITED

CIN: U72900MH2017PTC294484

ISIN: INE0Z4807015

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

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 & addresses with contact nos.	Category of Person (Promoters /KMP/ Directors/ immediate relatives to/ other s 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 eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	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.

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.

Date:

Place

Name &

Signature:

Designation:

CYQURE INDIA PRIVATE LIMITED

CIN : U72900MH2017PTC294484

ISIN: INE0Z4807015

FORM D - 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	Connection with the Company	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 eg. - Shares, Warrants Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/Pl e dge/Re v oke/In v oke)	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 SEBI (Prohibition of Insider Trading) Regulations, 2015.

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.

Date:

Name & Signature:

Place: