

Code of conduct to Regulate, Monitor and Report trading by Designated Persons and their Immediate Relatives

(Earlier known as Code of Internal Procedures and Conduct for Prevention of Insider Trading)

(Renamed and Revised code approved and adopted by the Board of Directors in their Meeting held on October 31, 2026)

1. Preamble

Trading in the Securities of the Company by its Directors, Employees or other Insiders based on Unpublished Price Sensitive Information erodes the confidence in the integrity of the management and is unhealthy for the capital markets.

Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations"), as amended, requires every listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and their immediate relatives, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Pursuant to the amendments to the Regulations and in light of its impact on the compliance and disclosures pertaining to Prohibition of Insider Trading, this Policy has been approved by the Board of Directors of the Company. Accordingly, a Code of Conduct to Regulate, Monitor and Report Trading by Designated persons and their Immediate Relatives (the "Code") for Greenleaf Envirotech Limited (the "Company") is framed as under.

2. Objective

The objective of this Code is to regulate, monitor and report trading by all Insiders, including the Designated Persons (hereinafter specifically defined) of Greenleaf Envirotech Limited and their immediate relatives to ensure compliance with these Regulations.

3. Definitions

As used in this Code:

a) "**Board of Directors**" means the Board of Directors of Greenleaf Envirotech Limited;

b) "**Act**" means the Companies Act, 2013 as amended from time to time;

c) "**Company**" means Greenleaf Envirotech Limited;

d) "**Code of Conduct / this Code**" means the "Company's Code of Conduct to Regulate, Monitor and Report trading by Insiders" as amended from time to time.

e) "**Committee**" means a Committee of Directors as may be constituted by the Board, for the implementation of this Code;

f) "**Compliance Officer**" means any senior officer, designated so and reporting to the

Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the SEBI PIT Regulations under the overall supervision of the Board of Directors of the Company.

[Explanation – For the purpose of this Code, "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];

g) "**Connected Person**" means:

(i.) any person who is or has been, during the six months prior to the concerned act, associated with the Company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, Officer or an Employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii.) Without prejudice to the generality of the foregoing, persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established;

(a). a relative of connected persons specified in clause (i) above; or
(b). a holding company or associate company or subsidiary company; or
(c). an intermediary as specified in Section 12 of the 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 recognised or authorized by the Board; or
(i). a banker of the Company; or
(j). a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest; or
(k). a firm or its partner or its employee in which a connected person specified in sub clause g(i) of clause 3 of this Code is also a partner; or

(l). a person sharing household or residence with a connected person specified in sub-clause g(i) of clause 3 of this Code.

h) "**Designated Person(s)**" shall mean persons specified as such by the board of directors of the company in consultation with the compliance officer and shall include:

i. Employees of the Company designated by the Board of Directors in consultation with the Compliance Officer, on the basis of their functional role in the Company or ability to have access to unpublished price sensitive information;
ii. Employees of material subsidiaries of the Company, if any, designated by their board of directors, on the basis of their functional role or ability to have access to unpublished price sensitive information;
iii. All promoters of the Company and all persons falling within the definition of "Promoter Group";
iv. Chief Executive Officer of the Company and employees upto two level below the Chief Executive Officer irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
v. All Directors and KMPs of the Company;
vi. All Employees working in the Secretarial, Finance, Internal Audit and IT Department having access to unpublished price sensitive information.

i) "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis however it shall not include unverified event or information reported in print or electronic media.

j) "**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.

k) "**Insider**" means any person who is:

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

Further, any person in receipt of unpublished price sensitive information pursuant to a Legitimate Business Purpose shall be considered as "Insider" for the purpose of these regulations.

l) "**Key Managerial Personnel**" means a person as defined in Section 2(51) of the Companies Act, 2013;

m) **"Legitimate Purpose"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an 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 these

regulations.

n) **"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;

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

p) **"Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

q) **"Relative"** shall mean the following:
(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

r) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

s) **"Stock Exchange"** means a stock exchange which is notified by the Central Government in the Gazette or by SEBI, under Section 4 of the Securities Contracts (Regulation) Act, 1956 as a recognized Stock Exchange;

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

u) **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

v) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

w) **"Trading Plan"** ("TP") means a plan for dealing in securities of the Company submitted by the persons who may be perpetually in possession of unpublished price sensitive information.

x) **"Trading Window"** means a trading period as specified by the Company from time to time for trading in the Company's Securities;

y) **"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, de-listings, disposals and expansion of business, award or termination of order / contracts not in the normal course of business and such other transactions;
v. Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
vi. change in rating(s), other than ESG rating(s);
vii. fund raising proposed to be undertaken;
viii. agreements, by whatever name called, which may impact the management or control of the company;
ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
x. resolution plan / restructuring or one-time settlement in relation to loans / borrowings from banks / financial institutions;
xi. admission of winding-up petition filed by any party / creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation / siphoning or diversion of funds and receipt of final forensic audit report;
xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

An information is 'non-public' or 'unpublished' until it has been widely disseminated to the public (through e.g., filing with NSE, BSE, or through a press conference or release) or is accessible to the public on a non- discriminatory basis and the public has had a chance to absorb and evaluate it.

z) **"Contra Trade"** means a trade or transaction which involves buying or selling securities of the company and within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction. Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Words and expressions used and not defined here but defined in the Securities and Exchange Board of India Act, 2015, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

4. Information on a need-to-know basis and Chinese Wall procedures

All Unpublished Price Sensitive Information shall be handled within the organisation on a "need-to-know basis" and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of his/her legal obligations. The Policy of Legitimate purpose has been framed by the Company and forms part of "Codes of Fair Disclosures and Conduct".

There will be appropriate Chinese Walls in place, in furtherance to the principle of 'need-to-know basis.' The Company shall ensure that price sensitive information shall be handled within the organization strictly on a need-to-know basis.

The Company has a process for how and when people are brought 'inside' on sensitive transactions. Individuals are made aware of their duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information and the liability that is attached

to misuse or unwarranted use of such information.

5. Restriction on Trading & prevention of misuse of unpublished Price Sensitive by Designated Persons

No Designated Person and their Immediate Relatives shall trade in securities of the Company when in Possession of Unpublished Price Sensitive Information.

Subject to the above, all Designated Persons of the Company and their immediate relatives shall be subject to trading restriction as enumerated in the code.

6. Trading window

a) The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Directors, Designated Persons and officers will, during that period, often possess unpublished price sensitive information.

The compliance officer shall notify a 'Trading Window' during which the Designated Persons IDs will be blocked for trading by the depositories.

The Designated Persons of the Company shall not trade in the company's securities when the trading window is closed. The period during which the trading window is closed shall be termed as Prohibited Period, and intimation of closure shall be made through email and/ or through the website of the Company.

The trading window shall also be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information, and the window may be re-opened not earlier than 48 hours after the UPSI becomes generally available or is no longer classified as UPSI.

b) Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the designated persons / insider having access to the UPSI specified in the Code.

c) In respect of declaration of financial results, the Trading Window shall be closed from the end of the each quarter till 48 hours after the declaration of financial results and for any other purposes the trading window shall be closed from the date of announcement/ execution of any corporate action as the case may be, and shall be re-opened 48 hours after the said information becomes generally available.

The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/ intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board

meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.

However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of the Chairman of the Board / Managing Director.

Trading Window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

d) The timing for re-opening of the trading window for Trading Plans shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

e) All Designated Persons of the company shall conduct all their dealings in the securities of the Company only during the valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time, subject to compliance with this Code of Conduct.

f) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

g) Due notice shall be given to all the insiders who are having access to unpublished price sensitive information for legitimate purpose that such persons shall maintain confidentiality to such unpublished price sensitive information in compliance with these regulations.

7. Pre-clearance of trades

a) All Designated Persons of the Company and their immediate relatives who intend to deal in the securities, i.e., buy or sell of securities of the company, during the trading window open period, in excess of Rs. 10,00,000/- (Rupees Ten Lacs) whether in one transaction or a series of transactions over any calendar quarter, shall require prior clearance from the Compliance Officer; however, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

b) Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

c) Pre-clearance in respect of securities shall be executed within seven (7) trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed.

d) The Compliance Officer shall approve / reject the pre-clearance within two (2) working days from the date of acknowledgement.

e) The compliance officer shall retain copies of all applications and acknowledgements. 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.

f) The Designated Person shall, within two (2) days of the execution of the trade, submit the details of such trade to the compliance officer (in Form – G). In case the transaction is not undertaken, a report shall be given for it along with reason.

g) Pre-clearance of trade shall not be required for a trade executed as per an approved trading plan.

h) If so requested by the Compliance Officer, Designated Person(s) must ensure that their stock brokers are authorized to disclose to the Company, all matters relevant to their dealings in the shares of the Company.

i) A Designated Person who is permitted to trade shall not execute a contra trade within a period of next six (6) months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

The restriction on contra trade shall not apply in case of exercise/ sale of employee stock option plan ('ESOP') shares, provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

8. Trading Plan

a) Formulation of Trading Plan

i. An Insider shall be entitled to formulate a Trading Plan ("TP") and submit it to the Compliance Officer for approval and public disclosure, in accordance with Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

ii. A Trading Plan may be formulated by an Insider to enable trades in the securities of the Company to be carried out in the future in accordance with the approved plan.

iii. No pre-clearance of trades shall be required for trades executed in accordance with an approved Trading Plan. Trades under an approved Trading Plan shall also be exempt from trading window restrictions and contra-trade restrictions, to the extent provided under the Regulations.

b) Requirements of a Trading Plan

i. The Trading Plan shall not commence earlier than one hundred and twenty (120) calendar days from the date of public disclosure of the plan.

ii. The Trading Plan shall specify, for each proposed trade:

a. Either the value of the trade to be effected or the number of securities to be traded;

b. The nature of the trade, whether purchase or sale;

c. Either the specific date on which the trade is to be executed or the time period, not exceeding five (5) consecutive trading days, during which the trade is to be executed.

iii. The Trading Plan may specify a price limit for each trade, subject to the following conditions:

a. For a purchase, the upper price limit shall be within the range of the closing price on the date immediately preceding submission of the Trading Plan and up to twenty per cent (20%) above such closing price.

b. For a sale, the lower price limit shall be within the range of the closing price on the date immediately preceding submission of the Trading Plan and up to twenty per cent (20%) below such closing price.

iv. Where a price limit is specified, the trade shall be executed only if the market price falls within the prescribed limit. If the market price does not fall within the specified limit, the trade shall not be executed.

v. The Trading Plan shall not be formulated or implemented in a manner that would entail market abuse or otherwise violate the applicable provisions of the Regulations.

c) Review and Approval of Trading Plan

i. The Compliance Officer shall review the Trading Plan to assess whether it has any potential to violate the SEBI (Prohibition of Insider Trading) Regulations, 2015, and may seek such declarations, undertakings or clarifications from the Insider as may be necessary for this assessment.

ii. The Compliance Officer shall approve or reject the Trading Plan within two (2) trading days of its receipt. In the event of rejection, the reasons for rejection shall be recorded.

iii. Upon approval, the Compliance Officer shall notify the approved Trading Plan to the stock exchange(s) on which the securities of the Company are listed, on the same day as the approval, and shall ensure the required public disclosure in accordance with the Regulations.

d) Implementation of Trading Plan

i. Once approved, the Trading Plan shall be irrevocable and shall be implemented mandatorily, without deviation, except as expressly permitted under the Regulations.

ii. The Insider shall not commence implementation of the Trading Plan if any unpublished price sensitive information ("UPSI") possessed by the Insider at the time of formulation of the plan has not become generally available at the time implementation is due to commence.

iii. Where the condition specified in clause (ii) above is not satisfied, the Compliance Officer shall ensure that commencement of implementation is deferred until the relevant UPSI becomes generally available, in accordance with the Regulations.

iv. An Insider implementing an approved Trading Plan shall comply with the terms of the plan and all applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

e) Non-Implementation of Trading Plan

i. In the event of non-implementation, whether wholly or partially, of a Trading Plan due to the permanent incapacity, bankruptcy or operation of law affecting the Insider, the Insider shall inform the Compliance Officer within two (2) trading days of the expiry of the tenure of the Trading Plan, together with reasons and supporting documents.

ii. The Compliance Officer shall place the information, along with recommendations, before the Audit Committee at its next meeting for determination of whether the non-implementation was bona fide.

iii. The Compliance Officer shall notify the decision of the Audit Committee to the stock exchange(s) on the same day as the decision.

iv. If the Audit Committee does not accept the explanation for non-implementation, the Compliance Officer shall take appropriate action against the Insider in accordance with this Code and the applicable Regulations.

f) Monitoring and Record Maintenance

The Compliance Officer shall maintain records of Trading Plans submitted, approved or rejected, the reasons for rejection, disclosures made to the stock exchange(s), and the implementation or permitted non-implementation of approved Trading Plans, in accordance with the applicable legal and regulatory requirements.

9. Review of Compliance by the Audit Committee

The Compliance Officer shall ensure that the compliance of the Code is followed in law and sprit and a report is placed before the Audit Committee on an annual basis for its review.

10. Disclosure Responsibilities & formats

A. Initial Disclosures of holdings

a) Every person upon appointment as a Key Managerial Personnel (KMP) or a Director of the Company or upon becoming a Promoter or member of the promoter group, shall disclose (in Form - B), his/ her holding of securities of the Company, along with his/ her immediate relatives, as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter.

b) Every designated person shall disclose details like Permanent Account Number (PAN) or any other identifier authorized by law, names of educational institutions from which they have graduated and names of their immediate relatives, persons with whom such designated person(s) share a material financial relationship along with contact numbers which are used by them.

B. Continual Disclosures of trades

Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company (in Form - C) the number of securities acquired or disposed of within two (2) 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 crosses the threshold limit as per Regulations i.e., aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten lakh) or such other value as may be specified;

Any person/ entities getting associated with the Company and falling within the ambit of 'Insider' shall make sure that their employees/ associates, in possession of UPSI, do not enter into any securities trading pertaining to the Company. Also, such Insider or their employees and associates shall disclose the holdings and trading in the securities of the Company (in Form - D).

C. Other formats/ disclosures, to monitor compliance with these Regulations would be as under:

- Application for pre-clearance of trade (Annexure- I)
- Undertaking for pre-clearance (Form - II)
- Format of Pre-Clearance Order (Annexure- III)
- Report of execution of the deal of pre-clearance trade within two (2) days of deal (Annexure- IV)
- Reporting of holdings in securities by Designated Persons as on 31st March, on an annual basis by 10th April (Annual Disclosure of Shares).

11. Dissemination of Price Sensitive Information

No information shall be passed by Designated Persons by way of making:

(i) A recommendation for the purchase or sale of securities of the Company.

(ii) Disclosure/ dissemination of Price Sensitive Information 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 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 price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

12. Disclosure of Personal Information:

All Designated Persons shall be required to disclose the names and Permanent Account

Number or any other Identifier of the following persons on an Annual Basis:

(a) Immediate Relatives

(b) Persons with whom the Designated Person shares a material financial relationship

(c) Phone Mobile/ Cell numbers of such persons.

For the purpose of this clause, "Material financial relationship" shall mean a relationship in which one person is recipient of any kind of payment such as by way of loan or gift during immediately preceding twelve months, equivalent to atleast 25% of Designated Person's annual income. However, relationships based on arm's length transactions shall not be considered.

13. Internal Control

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading and the Audit Committee of the Company is entrusted with the responsibility to verify that the systems for internal control are adequate and are operating effectively and it shall review compliance the same quarterly.

The system for internal control includes:

i) Identification of all employees having access to UPSI as designated employee

ii) Identification of UPSI and maintaining its confidentiality as per the Regulations

iii) Placing adequate restrictions on communication or procurement of UPSI as required in the Regulations

iv) Maintaining list of all employees and other persons with whom UPSI is shared and signing confidentiality agreements and serving notices to all such employees and persons

v) Requiring compliance of all requirements under the Regulation

vi) Periodic process review to evaluate effectiveness of internal controls.

14. Penalty for breach of code of conduct

a) The Designated Persons who violate the code of conduct shall be subject to disciplinary action by the Company that may include wage freeze, suspension, recovery, claw back, etc., and shall be ineligible for future participation in Employees Stock Option Plan (ESOP).

b) In case the Company observes that there has been a violation of these regulations, they shall inform the Board and the Stock Exchange promptly.

c) The action by the Company shall not preclude SEBI or other Regulatory authorities from taking any action against those who are found guilty of Insider trading.

d) If any person who contravenes the applicable provisions relating to insider trading shall be liable to such penalty as may be imposed under Section 15G of the Securities and Exchange Board of India Act, 1992, which provides for a penalty of not less than ₹10,00,000 (Rupees Ten Lakh) and which may extend to ₹25,00,00,000 (Rupees Twenty-Five Crore) or three times the amount of profits made out of insider trading, whichever is higher. Without prejudice to the imposition of any such penalty, the person may also be subject to prosecution and punishment under Section 24 of the said Act, wherever applicable, in accordance with law.

e) Any disciplinary action, recovery, wage freeze, suspension, clawback or other measure imposed by the Company under this Code shall be dealt with in accordance with the applicable law and the Company's internal policies. No amount recovered or collected by the Company under this Code shall be required to be credited to the Investor Protection and Education Fund administered by SEBI unless such remittance is specifically required under applicable law or by an order or direction of a competent authority.

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 Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, stock exchange or any other appropriate regulatory authority must be informed by the Company in such form and such manner as may be specified by SEBI from time to time.

15. Structured Digital Database (SDD)

The Board is required to ensure that a Structured Digital Database (SDD) is maintained of every person in possession of UPSI containing the nature of UPSI, names of such persons who have shared the information along with persons with whom the information has been shared under the SEBI Regulations, along with Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available.

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

16. Amendment to the Code

This Code and any subsequent amendment(s) thereto, shall be by way of a resolution by the Board of Directors and shall be circulated to Designated Persons as per the internal communication policy of the Company, if any.

This Code is subject to review from time to time.

****

Form- B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]- Initial Disclosure on becoming a Director/ KMP/ Promoter

Name of the company:_____

ISIN of the company:_____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter group of a listed company and immediate relatives of such persons and by 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 relatives/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	Open Interest of the Future contracts held at the time of becoming Promoter/appoint of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appoint of Director/KMP		
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract specifications	Numb er of units (contracts)	Notional value in Rupee terms	Contract specification s	Numb er of units (Contracts)	Notional value in Rupee terms
1	2	3	4	5	5	6				7	

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

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

Signature:

Designation:

Date:

Place:

FORM C

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

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

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/ DIN, & address with contact nos.	*Category of Person (Promoters/ KMP/ Directors/ immediate relative to/ others etc.)*	*Securities held prior to acquisition/ disposal*		*Securities acquired/ Disposed*				*Securities held post-acquisition/ disposal*		*Date of allotment advice/ acquisition of shares/ sale of shares specifies*		*Date of intimation to company*	*Mode of acquisition/ disposal (on market / public/ rights/ preferential offer/ off market / Inter-se transfer, ESOPs etc.)*	*Trading in derivatives (Specify type of contract, Futures or Options etc) Trading in derivatives (Specify type of contract, Futures or Options etc)*						*Exchange on which the trade was executed*
		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/ Pledge / Revoke / Invoke)*	*Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)*	*No. and %o shareholding*	*From*	*To*			*Type of contract*	*Contract specifications*	*Buy*		*Sell*		
																Value	***Number of units (contracts)***	***Value***	***Number of units (contracts)***	
1	***2***	***3***	***4***	***5***	***6***	***7***	***8***	***9***	***10***	***11***	***12***	***13***	***14***	***15***	***16***	***17***	***18***	***19***	***20***	***21***

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

Signature:
Designation:
Date:
Place:

Form D (Indicative format)

Securities and Exchange Board of India (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 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, ESOPse tc.)*	*Trading in derivatives (Specify type of contract, Futures or Options etc.)*						*Exchange on which thetrade was executed*
		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/ Pledge/ Revoke/ Invoke)*	*Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)*	*No. and % of shareholding*	*From*	*To*			*Type of contract*	*Contract specifications*	*Buy*		*Sell*		
																Value	*Number of units (contracts*	*Value*	*Number of units (contracts*	
1	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*	*10*	*11*	*12*	*13*	*14*	*15*	*16*	*17*	*18*	*19*	*20*	*21*

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

Name:
Signature:
Date:
Place:

Annexure- I

(APPLICATION FOR PRE-CLEARANCE OF TRADE)

(To be given in duplicate)

Date:

To,
The Compliance Officer,
Greenleaf Envirotech Limited
Surat.

Dear Sir/Madam,

Sub: Application for Pre –Dealing approval in Securities of the company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulation 2015 and the company's Code of Conduct for Prevention of Insider Trading, I/we seek approval to purchase/ sell/ subscribe/ pledge equity shares of the Company as per the details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	a) Purchase of securities b) Subscription to securities c) Sale of securities d) Pledge
6.	Proposed date of dealing in shares	
7.	Estimated number of shares proposed to be acquired /	
8.	subscribed / sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application)	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

_____
(Signature)

Annexure- II

Undertaking to be accompanied with the application for Pre-Clearance

To,
The Compliance Officer,
Greenleaf Envirotech Limited
Surat

I/ We, _____ , in my/our capacity as _____of the Company residing at_____, am/ are desirous of (nature of transaction and number of shares) shares of the Company as mentioned in my/ our application dated, for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (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.

(.....) Signature

Place:

Date:

* Indicate number of shares

Annexure- III

Format of Pre-Clearance Order

To,

Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____(no) 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 Greenleaf Envirotech Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

Annexure- IV

FORMAT OF DISCLOSURE OF TRANSACTIONS

To,
The Compliance Officer,
Greenleaf Envirotech Limited
Surat

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)
  (Strike out whichever is not applicable)

Name and PAN of the holder	No. of shares dealt with	Bought/sold/ subscribed	DP ID/ Client ID/ Folio No	Value (Rs.)

In connection with aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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.
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).

Date: _____

Signature: _____
Name: _____
Designation: _____

Annual Disclosure of Shares

To,
The Compliance Officer,
Greenleaf Envirotech Limited
Surat

I, _____, in my capacity as _____, of the Company hereby submit the following details of equity shares held in the Company as at the end of the financial year i.e., 31st March,

I. Details of shares held by Key Managerial Personnel as on 31st March, _____

Name, PAN No. & Address of Key Managerial Personnel	Beneficiary Account No./ CLID/ Folio No.	No. of shares / voting rights held Key Managerial Personnel	% of shares / voting rights held by the Key Managerial Personnel	Date of intimation of initial disclosure to the Company

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code to regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, I hereby declare that I have the following immediate relatives as defined in the Regulations:

II. Details of immediate relatives(s)*:

Sr. No.	Name of the immediate relative(s)*	Pan of the Immediate relative	Relation with Promoted, Director/ Key Managerial Personnel

III. Details of Shares held by immediate relative(s):

Name, & Address ofthe Relative(s)	Beneficiary account No. /CLID/ Folio No.	No. of shares held	% of shares

Date :

Signature: _____

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