



Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Amended on May 30, 2025

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. INTRODUCTION AND APPLICABILITY

Pursuant to Regulations 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [last amended on March 12, 2025], all listed companies are required to implement a Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving the compliance with the aforementioned Regulations.

Applicability:

The following designated persons have been covered under this Code of Conduct on the basis of their role and function and the access that such role and function would provide to Unpublished Price Sensitive Information (UPSI) in addition to seniority and professional designation:

1. Promoter and Promoter Group;
2. Directors;
3. Company Secretary and Chief Financial Officer;
4. Connected Persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
5. Employees of the company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
6. All promoters who are individuals or investment companies for intermediaries or fiduciaries;
7. Employees up to two levels below Chief Financial Officer of the company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
8. Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

This Policy has been adopted by the Board at its meeting held on May 30, 2025 and will come into effect on June 10, 2025.

2. DEFINITIONS

1. **“Act”** means the Securities and Exchange Board of India Act, 1992 and any amendments thereto;
2. **“Board”** means the Securities and Exchange Board of India;
3. **“Board of Directors”** means the Board of Directors of Easy Trip Planners Limited;
4. **“Code of Conduct”** shall mean this Code of Conduct;
5. **“Company”** means Easy Trip Planners Limited;
6. **“Companies Act”** means Companies Act, 2013 and the Rules made there under and any amendments thereto;
7. **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board of directors is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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 Regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case maybe;

[Explanation – “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 cashflows];

The Company Secretary of the Company has been designated as the Compliance officer to administer this code of conduct and other requirements under the SEBI

(Prohibition of Insider Trading) Regulations who shall work under the overall supervision of Board of Directors.

8. “Connected Person” means:

any person who is or has been, during the six months prior to the concerned act, associated with a 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 a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- i. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established—
 - (a) a relative of connected persons; 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 recognized or authorised by the Board of directors; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of a company or his immediate

relative or banker of the Company, has more than ten percent of the holding or Interest; or

- (k) a firm or its partner or its employee in which a connected person is also a partner; or
- (l) a person sharing household or residence with a connected person.

Note: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may seemingly not occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

9. "Designated Person(s)" means:

- i. All promoters and members of the promoter group of the Company;
- ii. Members of the Board of Directors of the Company;
- iii. Company Secretary, Chief Financial Officer;
- iv. Auditors of the Company;
- v. All employees of the Accounts, Finance, Legal & Secretarial Department of the Company;
- vi. Employees upto two levels below of Chief Financial Officer of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- vii. Any support staff of the Company, such as IT staff or secretarial staff, Legal Staff;
- viii. Finance Staff who have access to the unpublished price sensitive information;
- ix. Person in possession of or having access to unpublished price sensitive

information.

10. **“Fiduciary”** shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, etc. assisting or advising listed companies.
11. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered generally available.
12. **“Immediate Relative”** means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
13. **“Insider”** means a person who is:
 - i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information;

Note: Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

14. **“Key Managerial Person or “KMP”** means person as defined in Section 2(51) of the Companies Act, 2013 as amended from time to time;
15. **“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 prohibition of these Regulations.
16. **“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;
17. **“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;
18. **“Proposed to be listed”** shall include securities of an unlisted company:
- (i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or
 - (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013;
19. **“Regulations”** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto;
20. **“Relatives”** 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).

It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.

21. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 (42 of 1956) or any modification thereof;
22. **“Specified”** means specified by SEBI in writing;
23. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
24. **“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;

Note: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term “trading” to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc. when in possession of unpublished price sensitive information.

25. **“Trading day”** means a day on which recognized stock exchange are open for trading;
26. **“Unpublished Price Sensitive Information”** 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: -
 - i. financial results;
 - ii. dividends;

- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, 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 the 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.]

Note: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

Words and expressions used in this Code of Conduct and not defined in these Regulations but defined in the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulations) Act, 1956, The Depositories Act, 1996 or The Companies Act, 2013 and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislations.

3. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

A. Communication or procurement of unpublished price sensitive information:

1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a 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.
2. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Any person in receipt of unpublished price sensitive information pursuant to “legitimate purpose” shall be considered an “insider” and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these Regulations.

3. Notwithstanding anything contained in this Regulations, 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 is of informed opinion that sharing of such information is in the best interests of the company;

(ii) Not attract the obligation to make an open offer under the Takeover Regulations but where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine and it shall be adequate and fair to cover all relevant and material facts.

4. The board of directors shall require the parties with whom the unpublished price information is shared 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 sub-point 3, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
5. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

6. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

4. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

No insider shall trade in securities when in possession of unpublished price sensitive information:

When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the Regulations. He traded when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in the aforementioned Regulations, failing which he would have violated the prohibition.

5. TRADING PLANS

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 maybe carried out on his behalf in accordance with such plan.
2. Such trading plans shall: –
 - (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
 - (ii) not entail overlap of any period for which another trading plan is already in existence;
 - (iii) set out following parameters for each trade to be executed
 - (a) either the value of trade to be effected or the number of securities to be traded;
 - (b) nature of the trade;

(c) either specific date or time period not exceeding five consecutive trading days;

(d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

(iv) not entail trading in securities for market abuse.

3. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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.

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

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

4. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

5. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

Trading window and its closure.

1. Designated persons may execute trades subject to compliance with these Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall 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. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
2. Trading restriction period can be made applicable from the end of every quarter/ half year (as may be applicable to the Company from time to time) till 48 hours after the declaration of financial results.
3. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
4. The timing for re-opening of the trading window 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.
5. The Trading window shall inter-alia be closed at least before 7 days of the happening of the following events and it shall re-open 48 hours after the publication of the price sensitive information i.e.
 - i. declaration of financial results;
 - ii. declaration of dividends;
 - iii. change in capital structure;

- iv. issue of securities by way of public/ rights/ bonus etc.;
 - v. any major expansion plan or execution of new project;
 - vi. amalgamation, mergers, takeovers or buy-back of securities;
 - vii. any changes in KMP;
 - viii. disposal of the whole or substantially the whole of undertaking;
 - ix. any major change in the policies, plans or operations of the Company;
 - x. any other event as may be notified by the Compliance Officer from time to time with the approval of Chairman and Managing Director of the Company.
6. When the trading window is open, trading by designated persons shall be subject to pre- clearance by the compliance officer, if the value of the proposed trades is above such thresholds as stipulated by the board of directors.

Pre-clearance of trades.

1. When the trading window is open, trading by designated persons shall be subject to pre- clearance by the Compliance Officer, if the value of the proposed trades is above Rupees 10,00,000/- (Rupees Ten Lakh Only)
2. 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.
3. The trades that have been pre-cleared shall be executed by the designated person in not more than seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.
4. The Designated Persons who buy or sell any number of shares of the Company shall not enter into contra trade i.e. sell or buy any number of shares during the six months after the prior transaction. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations.

Provided that this shall not be applicable for trades pursuant to exercise of stock

options.

5. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
6. For the purpose of pre-clearance, an application shall be made to the Compliance Officer in Form E attached herewith.
7. An undertaking, in Form F shall be executed in favour of the Company by such designated person incorporating, inter alia, the following clauses, as may be applicable:
 - a. That the designated person does not have any access to or has not received any Price sensitive information up to the time of signing the undertaking.
 - b. That in case the designated person has access to or receives Price sensitive information after the signing of the undertaking but before the execution of the transaction, the designated person shall inform the compliance officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c. That he/she has not contravened the code as notified by the Company from time to time.
 - d. That he/she has made a full and true disclosure in the matter.

6. DISCLOSURES OF TRADING BY INSIDERS

A. General Provisions.

1. Every public disclosure under this part shall be made in such form as maybe specified.
2. The disclosures to be made by any person under this part shall include those

relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

3. The disclosures made under this part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

7. DISCLOSURES BY CERTAIN PERSONS

1. Initial Disclosures.

- a. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

2. Continual Disclosures

- a. Every promoter, member of the promoter group, designated person and director of every 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 ten lakh rupees or such other value as may be specified;
- b. Every 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 point, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-point (2).

3. Disclosures by other connected persons

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these Regulations.

4. Annual submissions

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a onetime basis.

The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

8. MECHANISM FOR PREVENTION OF INSIDER TRADING

In order to comply with the provisions of the Regulations the Board has approved and adopted the below measures for preventing insider trading:

1. The Board of Directors shall formulate and publish on the official website of the Company, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow to adhere to each of the principles as set out under Schedule A of the Regulations.

Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchange.

2. The Managing Director of the Company must ensure that there remains an adequate and effective system of internal controls in place which ensures compliance with the Regulations including periodic process review to evaluate the effectiveness of such internal controls;
3. All the employees who have access to unpublished price sensitive information shall be identified as designated person;
4. All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of aforementioned Regulations.
5. Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the Regulations;
6. Lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
7. The Board of Directors must spread awareness amongst the insiders regarding the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
8. All other relevant requirements specified under the Regulations shall be complied with;
9. The Audit committee shall review compliance with the provisions of these Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

10. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as maybe stipulated by the board of directors but not less than once in a year.
11. If it is observed by the company that there has been a violation of aforementioned Regulations, it shall inform the Board promptly.

9. INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

Overview

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, a written policy and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information (UPSI) needs to be framed so that necessary actions can be initiated against such instances and steps can be taken to curb the further occurrence of any leakages of UPSI.

Leakage of UPSI is a situation wherein Price Sensitive Information of the Company is disclosed or is made available or accessible from within the Company to un-authorised person(s) before the same has been made/announced as generally available information by the Company. Such circumstances can cause serious market reactions and can harm the goodwill of the Company amongst its stakeholders.

Objective:

These procedures are aimed to

- (i) restrict the leakages of UPSI;
- (ii) provide a precautionary list of handling UPSI with responsibility;
- (iii) initiate appropriate inquiries against leak or suspected leak of UPSI;
- (iv) take disciplinary actions, as considered necessary, against the Insider, Employee or Designated Person who is found guilty of violating the provisions of

this policy;

Precautions:

- (i) All the insiders, designated persons and employees who are entrusted with UPSI must handle the same with reasonable care, must maintain the confidentiality and must not disclose the same unless it is in furtherance of any legitimate purpose, performance of duties or discharge of legal obligations;
- (ii) In case of any UPSI is required to be provided, the person providing the information shall consult Managing Director/Compliance Officer/ in advance.
- (iii) If the UPSI is shared in furtherance of any legitimate purpose, performance of duties or discharge of legal obligations then due notice shall be given to such persons to maintain confidentiality of UPSI;
- (iv) The Code of Practices and Procedures for fair disclosure of UPSI must be strictly adhered to in order to prevent any misuse of UPSI;
- (v) All the information shall be handled within the organization on a need to know basis;

Inquiry Process:

- (i) The Compliance officer must keep the Board of Directors updated about any information related to leak or suspected leak of UPSI;
- (ii) All the matters concerning leak or suspected leak of UPSI, will be thoroughly investigated by the Compliance Officer;
- (iii) The Compliance officer shall have the power to call for personal information/documents from insider and to ask concerned insider for personal presence, examination, cross examination etc.;
- (iv) The Compliance officer must prepare a report on such leak or suspected leak of UPSI as early as possible and not later than seven days and must submit the same to the Audit Committee;
- (v) The Compliance officer shall have the power to retain the documents gathered during investigation;

- (vi) The Audit Committee shall meet as early as possible on receiving the reports from the Compliance officer;
- (vii) The Audit Committee must analyze the matter and based on their findings, if the case is not maintainable the same maybe dismissed and if it is found that the matter requires further investigation, then the same may be ordered, depending upon the severity of the case;
- (viii) The Audit Committee may after due approval from the Board of Directors take help from external agencies for complete investigations.
- (ix) The Audit Committee must direct the Compliance Officer to inform the Board promptly of such leaks, inquiries and results of such inquiries.

Disciplinary Action

The Disciplinary Action(s) may include, wage freeze, suspension, recovery claw-back, termination, demotion, etc., as maybe decided by the Members of the Audit Committee or Board of Directors, in addition to the action to be initiated by SEBI, if any.

10. CHINESE WALL PROCEDURE

In order to prevent the scattering of confidential and price sensitive information, the Company has framed Chinese wall process separating the departments that receive and have access to UPSI from the departments related to Marketing, Sales, etc. that do not deal with UPSI.

Precautions:

- (i) The department dealing with UPSI must not communicate in any way, through any medium the confidential and price sensitive information of the Company to the unauthorized department.
- (ii) The IT support staff of the Company must be directed periodically to keep the systems of the Company secure and password protected wherever needed;
- (iii) The UPSI should be handled on need to know basis. It should be disclosed only to those who require 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.

- (iv) Any price sensitive information received by any employee, directly or indirectly should immediately be reported to the Compliance Officer, who shall take appropriate actions as needed.
- (v) In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

Crossing the wall:

Under exceptional circumstances, where employees from other department require confidential information, they may be allowed to cross the wall, within the purview of giving the information on need to know basis and with complete intimation to the Compliance Officer of the Company, who shall supervise the same.

11. PENALTY FOR CONTRAVENTION OF THIS CODE OF CONDUCT

- 1. Every Designated person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions here of are applicable to his/her Immediate Relatives).
- 2. Any Designated person who trades in Securities or communicates any information for trading in Securities, in contravention of this Code will be penalized and appropriate action may be taken as decided by the Board of Directors.
- 3. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

12. POLICY REVIEW

The Code may be reviewed by the Board of Directors and necessary amendments may be incorporated therein. All the provisions mentioned under this policy are subject to any amendments or modifications that maybe made in the applicable rules and Regulations from time to time.

Easy Trip Planners Limited
CIN: L63090DL2008PLC179041

FORMA

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

(Part 7(1) (a) read with Part 6 of this Code of Conduct)

Name of the Company: _____

ISIN of the Company: _____

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

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

Note: “Securities” shall have the meaning as defined under Regulations 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 Regulations 6 (2).

Open Interest of the Future Contracts held as on the date of Regulations coming into			Open Interest of the Option Contracts held as on the date of Regulations coming into		
Contract Specifications	Number of units (Contracts*)	Notional Value in Rupee	Contract Specifications	Number of units (Contracts*)	Notional value in Rupee
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

**Easy Trip Planners Limited CIN:
L63090DL2008PLC179041**

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulations 7(1) (b) read with Regulations 6 (2) – Disclosure on becoming a director/
KMP/Promoter]

(Part 7 (1) (b) read with Part 6 of this Code of Conduct)

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 of a listed company and other such person as mentioned in Regulations 6(2).

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

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

**Easy Trip Planners Limited CIN:
L63090DL2008PLC179041**

Form C

**SEBI (Prohibition of Insider Trading) Regulations,
2015**

[Regulations 7 (2) read with Regulations 6 (2) – Continual disclosure]

(Part 7 (2) read with Part 6 of this Code of Conduct)

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 Regulations 6(2).

Name, PAN, CIN/ DIN & address with contact details	Category of Person (Promoter/ KM/ P/ Director/ s/ Imm/ edia/ te/ Rel/ ativ/ e to/	Securities held prior to acquisition/ disposal		Securities acquired / Disposed				Securities held post-acquisition		Date of allotment		Date of intimation to the Company	Mode of acquisition/ disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs etc.)
		Type of Securities (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of holding	Type of Securities (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge/Revoked/Invoked)	Type of Securities (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	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 Regulations 2 (1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Easy Trip Planners Limited CIN:

L63090DL2008PLC179041

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

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange
						o
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of unit	Notional Value	Number of unit	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

**Easy Trip Planners Limited CIN:
L63090DL2008PLC179041**

Form D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulations 7 (3) – Transactions by other connected persons as identified by the company

(Part 7 (3) read with Part 6 of this Code of Conduct)

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	Connected person with company	Securities held prior to acquisition/ disposal		Securities acquired/di posed				Securities held post- acqui sition/ dispos		Date of allotment advice/a cquisitio n of shares/ sale of		Date of intimat ion to the comp any	Mode of acquisition/ disposal (on market/public/right s/Prefer ential offer/off market/ Inter- se transfer, ESOPs etc.)
		Type of security (For e.g., Shares, Warran ts, Convert ible Debent	N o. a n d % of sh are hol	Type of Secur ity (for e.g., Shar es, warra nts,	N o. .	Val ue	Trans action Type (Bu y/ Sal e/	Type of Sec uri ty (F or e. re	N o. a n d % of sh a re	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 Regulations 2 (1) (i) of SEBI (prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified in Regulations 6(2)

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of unit	Notional Value	Number of unit	
15	16	17	18	19	20	21

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

Name & Signature:

Date:

Place:

**Easy Trip Planners Limited CIN:
L63090DL2008PLC179041**

FORM E

**Application for Pre-clearance of Trade under Securities and Exchange
Board of India (Prohibition of Insider Trading) Regulations, 2015**

To,

The Compliance Officer,

EASY TRIP PLANNERS LIMITED

223 FIE PATPARGANJ INDUSTRIAL AREA
DELHI- 110092

**SUBJECT: APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES OF THE
COMPANY**

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/ sale/ subscribe _____ equity shares of the Company as per 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.	Name of the Immediate relative/Dependent, if the transaction is to be executed by them.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to
6.	In case of Re-application, Reasons for Re-application	
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired/subscribed/sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	

12.	Folio No./ DPID/ Client ID No. where the securities will be credited /debited	
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I enclose herewith the form of Undertaking signed by me.

Name:

PAN: _____

Signature:

Date:

Place:

FORM F
UNDERTAKING

To,
The Compliance Officer,

EASY TRIP PLANNERS LIMITED

223 FIE PATPARGANJ INDUSTRIAL AREA
DELHI- 110092

**Undertaking for Pre-clearance of Trade under Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015.**

Dear Sir/Ma'am,

In relation to the above dealing, I undertake that:

- i. I have no access to nor do I have any information that can be construed as price sensitive information up to the time of signing of the undertaking.
- ii. In the event I get access to or receive price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the change and shall refrain from dealing in securities of the Company till the information is made public.
- iii. I have not contravened the Code of Conduct to Regulate, Monitor and Report Trading by Insiders as notified by the Company from time to time.
- iv. I have made a full and true disclosure in the matter.
- v. I hereby declare that I shall execute my order in respect of securities of the Company within 7 days after the approval of pre-clearance is given. If the order is not executed within 7 days after the approval is given, I undertake to obtain pre-clearance for the transaction again.

Name:

Signature:

Date:

Place:

Easy Trip Planners Limited
CIN: L63090DL2008PLC179041

Specimen for PRE-CLEARANCE

ORDER Pre-Clearance Order

To,

Name (Applicant):

Designation:

This is to inform you that your request for dealing in shares of the Company as mentioned in your pre-clearance application dated _____ is approved. Please note that the said trade must be completed on or before _____ [date].

In case you do not execute the approved trade on or before the aforesaid date you would have to seek fresh pre-clearance before executing any trade in the securities of the Company. Further, you are required to submit the details of the executed transactions in the prescribed form. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Compliance Officer

Date:

Place:

FORMG

Reporting of Transactions

(To be submitted within 2 trading days of transactions)

To,

The Compliance Officer,

EASY TRIP PLANNERS LIMITED

223 FIE PATPARGANJ INDUSTRIAL AREA

DELHI- 110092

Dear Sir/Ma'am,

I hereby report that I have dealt in the Equity shares of the Company as tabulated below:

Sr. No.	Folio No./ DP ID- Client ID	Date of Transaction	Name	Number of Equity Shares	Acquired/Sold	Total Equity Shares as on reportin

Or

I hereby report that I have not dealt in the Equity Shares of the Company as per my application of pre-clearance of trade dated _____ and as approved by you on due to the below mentioned reason(s):

1. _____

2. _____

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been violated.

Signature: _____

Name: _____

Designation: _____