



Code of Conduct for Regulating, Monitoring and Reporting of Trading Insiders

Online Instruments (India) Limited
(formerly known as Online Instruments (India) Private Limited)

LOGIC

Online Instruments (India) Limited

Formerly Online Instruments (India) Private Limited

CIN: U51909KA2006PLC038521

DNR Altitude, No.8/1, 11th Floor, Tumkur Road, Yeswanthpura, Bangalore, Karnataka, India, 560022

Ph: 080 - 25274626 / 080 - 25274636 E-mail: info@onlineinstruments.com

www.onlineinstruments.com



Orange PLUS™
LIGHTING REDEFINED

1. INTRODUCTION

To put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework relating thereto, the Securities and Exchange Board of India (“SEBI”) has notified the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended (“**Insider Trading Regulations**”). In compliance with Regulation 9 of the Insider Trading Regulations, the board of directors of Online Instruments (India) Limited (formerly known as Online Instruments (India) Private Limited) (“**the Company**”) has adopted this Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives (“**Insider Trading Code**” or “**Code**”) in its meeting held on **March 10, 2026** (“**Effective date of Code**”). This document embodies the Insider Trading Code to be followed by the Company effective from the commencement of listing and trading of the equity shares of the Company on the stock exchange(s), i.e. BSE Limited or the National Stock Exchange of India Limited, in accordance with applicable laws. Provided however that the relevant provision of the Insider Trading Regulations which are applicable to the companies ‘proposed to be listed’ shall become applicable with immediate effect.

2. APPLICABILITY

This code shall be applicable to connected persons, insiders, the designated persons, and their immediate relatives, and includes any person in the possession of unpublished price sensitive information.

3. DEFINITIONS

- a. “**Act**” means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- b. “**Board**” shall mean the board of directors of the Company.
- c. “**Chinese Wall**” means all information shall be handled within the organization on a need- to-know basis and no UPSI (*defined below*) shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations.
- d. “**Company**” shall mean Online Instruments (India) Limited (Formerly Online Instruments (India) Private Limited) (“**the Company**”).
- e. “**Code**” or “**Insider Trading Code**” means this “Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives” as amended from time to time.
- f. “**Compliance Officer**” means any senior officer, designated so and reporting to the Board of Directors, or the head of organisation in case board is not there, who is financially

literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board of Directors of Listed Company or the head of an organisation as the case may be.

Explanation - For the purpose of this regulation, "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:

a) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access:

- by reason of frequent communication with its officers; or
- by being in any contractual, fiduciary or employment relationship; or
- by being a director, officer or an employee of the company; or
- holds any position including a professional or business relationship between himself and the Company whether temporary or permanent.

b) "Deemed to be a Connected Person" The persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- relative of Connected Persons specified in above clause (a); or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 as amended from time to time or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- 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
- 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, as amended ("Companies Act, 2013"); or
- An official and/or employee of a self-regulatory organization recognized or authorized by the SEBI;
- A banker of the Company; or

- A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest; or
- A firm or its partner or its employee in which a connected person specified in above clause (a) is also a partner; or
- A person sharing household or residence with a connected person specified in above clause (a).

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. Immediate 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 not seemingly 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.

- h. **"Contra Trade"** means a trade or transaction which involves buying or selling any number of securities of the Company and within 6 months of such transaction, trading or transacting in an opposite transaction involving selling or buying.
- i. **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or otherwise deal in the securities of the Company either as a principal or an agent.
- j. **"Designated Persons"** means:
- a) The promoters of the Company;
 - b) Members of the promoter group;
 - c) All the directors of the Company (executives, non-executives, and independent, whether whole time or not;
 - d) Managing Director/Chief Executive Officer and employees up to two levels below the Chief Executive Officer of the Company and its Material Subsidiary irrespective of functional role or ability to have access to Unpublished Price Sensitive Information;
 - e) All Key Managerial Personnel;
 - f) Such employees of the Company and its Material Subsidiary who have access to unpublished price sensitive information such as all employees in the [Finance & Accounts, Legal, Secretarial & Compliance, treasury, costing, MIS, Investor Relations, Communications and Media Communications departments];
 - g) Any supporting staff of the Company such as IT staff or secretarial staff including part-time employees, secondees, interns, etc. who have access to Unpublished Price Sensitive Information;

- h) Such other officers/employees of the Company and its material subsidiaries, if any, as may be decided by the Board of Directors in consultation with the Compliance Officer/ Managing Director & Chief Executive Officer, from time to time, on the basis of their function and role in the organization.
- i) Any other employee or other Connected Person of the Company, as may be designated or notified by the Company from time to time for meeting the objectives of the Code.
- k. **Employee**” means every employee of the Company, including the directors who are in employment of the Company.
- l. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- m. **“Insider Trading Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
- n. **“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.
- Note: It is hereby clarified that “spouse” of a person will be considered immediate relative irrespective of whether he/she is financially dependent or consults such person in taking decisions relating to trading in securities.*
- o. **“Insider”** means any person who is:
- a) Connected Person; or
- b) in possession of or having access to Unpublished Price Sensitive Information.
- p. **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013, as amended, and includes:
- chief executive officer or the managing director or the manager of the Company;
 - company secretary of the Company;
 - whole-time director of the Company;
 - Chief Financial Officer of the Company; Such other officer, not more than one level below the directors who are in whole-time employment, designated as key managerial personnel by the Board; and
 - such other officer as may be prescribed under the Securities and Exchange Board of India Act, 1992, as amended.
- q. **“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, insolvency professionals or other

advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulations.

- r. **“Material Subsidiary”** shall mean a material subsidiary of the Company in accordance with Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the materiality policy of the Company, each as amended.
- s. **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or the Companies Act, 2013, as amended or any modification thereof, which includes:
- who has been named as such in a draft offer document or offer document or is identified by the issuer in the annual return referred to in section 92 of the Companies Act, 2013;
 - who has control over the affairs of the issuer, directly or indirectly whether as a shareholder, director or otherwise;
 - in accordance with whose advice, directions or instructions the board of directors of the issuer is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity.

- t. **“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.
- u. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as amended (**“SCRA”**).
- v. **“Takeover Regulations”** means the Securities and Exchange Board India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and any amendment thereto.
- w. **“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.
- x. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- y. **“Trading Plan”** has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.
- z. **“Trading Window”** means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.

- aa. **“Stock Exchange”** means a recognised Stock Exchange as defined under clause (f) of Section 2 of the SCRA.
- bb. **“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:
- a) financial results of the Company;
 - b) dividends (both interim and final);
 - c) change in capital structure;
 - d) 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;
 - e) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - f) change in rating(s), other than ESG rating(s);
 - g) fund raising proposal to be undertaken;
 - h) agreement, by whatever name called, which may impact the management or control of the Company;
 - i) 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;
 - j) resolution plan/restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - k) 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;
 - l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting misstatement in financials, misappropriation/siphoning or diversion of funds and receipt of final forensic audit report;
 - m) 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;
 - n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - o) 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;
 - p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading

Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

4. ROLE OF COMPLIANCE OFFICER

- a) The board has appointed the company secretary of the Company as the Compliance Officer, who shall report to the chairperson of the Company.
- b) The Compliance Officer is responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the Insider Trading Regulations under the overall supervision of the Board of the Company;
- c) The Compliance Officer shall maintain records of Designated Persons or Insider, and any changes made to the list of Designated Persons or Insider; all the declarations submitted in the appropriate form given by the Designated Persons or Insider.
- d) The Compliance Officer shall ensure proper assistance to all the employees/directors in addressing any clarifications regarding the Insider Trading Regulations and this Code.
- e) The Compliance Officer shall in consultation with the chairperson and/or managing director and the Board specify the prohibited period (i.e. closure of the Trading Window in accordance with the Insider Trading Regulations) from time to time and make announcement/s thereof ensuring that prohibited period is intimated to all concerned before the commencement of the said period.
- f) The Compliance Officer shall recommend to the Audit Committee and/or the managing director, or the Board punitive measures or disciplinary action prescribed for any violation or contravention of this Code.
- g) The Compliance Officer shall report to the Board and in particular, shall provide reports to the chairperson of the audit committee, or to the chairperson of the Board at the beginning of each financial year or at quarterly intervals prepare report on insider trading.
- h) The Compliance Officer shall monitor the bringing in of Insiders on sensitive transactions and shall make them aware of the duties and responsibilities attached to the receipt of UPSI, and the liability that attaches to misuse or unwarranted use of such information.
- i) The Compliance officer shall maintain a database of the violations of code of conduct by designated persons and immediate relatives of Designated Persons or Insider.

5. PRESERVATION OF UPSI

- (i). All information shall be handled within the Company on a need-to-know basis and no Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or the Securities proposed to be listed, to any person including other Insiders except where such communication is in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.
- (ii). 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 the legitimate purposes, performance of duties or discharge of his legal obligations. For purposes of the Code, 'legitimate purposes' 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 shall not be carried out to evade or circumvent the prohibitions of the Insider Trading Regulations in accordance with the determination made under the Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information.
- (iii). Any person in receipt of Unpublished Price Sensitive Information pursuant to a "legitimate purpose" shall be considered an Insider for purposes of the Insider Trading Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Insider Trading Regulations.
- (iv). Notwithstanding anything contained herein, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which would entail:
 - a) an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that sharing of such information is in the best interests of the Company; or
 - b) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that sharing such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made Generally Available at least two trading days prior to the proposed transaction being affected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

For the purposes of clause (iii) above, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose provided in clause (iii) above and shall not otherwise trade in

Securities of the Company when in possession of Unpublished Price Sensitive Information.

- c) The Company Secretary and Compliance Officer, of the Company 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 this regulation 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.
- d) The Company Secretary and Compliance Officer, of the Company 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.
- (v). For the purposes of this Code, "need to know" shall mean:
 - a) that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information; or
 - b) that all information that is not Generally Available, if directly received by any Employee should immediately be reported to the head of the department.
- (vi). There shall be limited access to confidential information. Files containing confidential information shall be kept secure. Computer files shall have adequate security of login, password and firewall protection.
- (vii). Designated Persons in the Company shall be governed by this Code.
- (viii). Chinese Walls:
 - i. *Identification of Inside Areas and Public Areas:* To prevent the misuse of confidential information the Company shall establish procedures and processes which separate/demarcate those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered "Inside Areas" from other departments providing support services, considered "Public Areas".

- ii. The Designated Persons in an Inside Area shall not communicate any Unpublished Price Sensitive Information to any one in Public Area.
- iii. Even on a particular side of the Chinese Wall, Unpublished Price Sensitive Information may not be shared among Designated Persons or any other recipient of such information, except on a need-to-know basis.
- iv. In exceptional circumstances persons from Public Areas may be brought [*"Cross the wall"*] and given confidential information strictly on "need-to-know basis". Upon the transmission of Unpublished Price Sensitive Information in the foregoing manner, the relevant person from the public area, if not already a Designated Person, will be deemed to be a Designated Person and shall become bound by this Code of Conduct.
- v. *Crossing the Chinese Wall*: To complete or assist in a particular mandate or assignment of an Inside Area of the Chinese Wall, assistance of Designated Persons in the Public Area may be required for discussion on or as a part of a team for such mandate or assignment. In such an instance, the Designated Persons in the Public Area would be considered as having "*Crossed the Chinese Wall*" and have come on the Inside Area of the Chinese Wall, only during the duration of the mandate/assignment. Approval of the Head of the concerned business must be obtained to Cross the Chinese Wall and such precautions taken, as may be stipulated. Such "*crossing of Chinese Wall*" should be reported to the Compliance Officer for his records.
- vi. *Responsibilities post Crossing of the Wall*: While any Designated Persons from the Public Area is in the Inside Area after having crossed the Chinese Wall, he shall strictly maintain the confidentiality of the transaction or UPSI and will be subject to general principles governing confidentiality and the handling and use of Unpublished Price Sensitive Information.
- vii. Persons crossing the Chinese Wall shall be provided with only such information as is reasonably necessary and appropriate for him to accomplish the purpose for which the Chinese Wall is crossed from the Public Area to the Inside Area.

6. PREVENTION OF MISUSE OF UPSI

All Designated Persons, their Immediate Relatives and Insider shall be subject to trading restrictions enumerated herein. As a general overriding rule, no Insider shall trade in securities of the Company when in possession of UPSI. When a person who is in possession of UPSI, has traded in securities, his trades would be presumed to be motivated by the knowledge and awareness of such information in his possession except in the circumstances and exceptions specified under the Insider Trading Regulations.

- a) **Trading Plan:** An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. This gives an option to persons who may be perpetually in possession of UPSI and enabling them to trade in securities in a compliant manner.
- b) Trading Plan shall:
- i. not entail commencement of trading on behalf of the Insider earlier than 120 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. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Issuer of the Securities and the second trading day after the disclosure of such financial results;
 - iv. set out following parameters for each trade to be executed:
 - i. either the value of trade to be affected or the number of securities to be traded;
 - ii. nature of the trade;
 - iii. either specific date or time period not exceeding five consecutive trading days.
 - iv. 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 up to twenty percent 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 up to twenty percent lower than such closing price.
 - v. not entail trading in securities for market abuse.
- c) The Compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the Insider Trading Regulations. The Compliance Officer 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 as per the provisions of the Insider Trading Regulations.

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 and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- d) 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI, and the said information has not become generally available at the time of the commencement of implementation.

The commencement of a trading plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (iii) of under this point, 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.

- e) In case of non - implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the script, the following procedures shall be adopted:
- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the Compliance Officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any;
 - (ii) Upon receipt of information from the insider, the Compliance Officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediately next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

- (iii) The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the stock exchanges in which the securities of the Company are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
- f) 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 date of approval.

7. TRADING WINDOW AND WINDOW CLOSURE

- (i).
 - a) Trading window shall mean a national trading window which shall be used as an instrument of monitoring trading by Designated Persons.
 - b) 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.
 - c) When the Trading Window is closed, the Designated Persons and their Immediate Relatives shall not deal in Securities of the Company. Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. 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.
 - d) All Designated Persons and their Immediate Relatives shall conduct their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when the Trading Window is closed, as referred to in clause (c) above or during any other period as may be specified by the Company from time to time.
- (ii). The Compliance Officer shall intimate the closure of Trading Window to all the Designated Persons of the Company.
- (iii). The Compliance Officer after considering various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window. In any event such re-opening shall not

be earlier than forty-eight hours after the information becomes generally available.

- (iv). The trading window restriction shall not apply for the below cases.
- a) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the policy and both parties had made a conscious and informed trade decision.
 - b) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision.
 - c) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - d) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - e) trades executed as per the trading plan set up in accordance with the policy.
 - f) Pledge of shares for a bona fide purpose such as raising of funds, subject to preclearance by the compliance officer.
 - g) Transactions undertaken in accordance with respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

8. PRE-CLEARANCES OF TRADE

- (i). Dealing in Securities of the Company by all Designated Persons, when the trading window is opened and if the value of the proposed trades is Rs. 10,00,000/- (Rupees Ten Lakh Only) and above, shall be subject to pre-clearance by the Compliance Officer. The pre-clearance procedure shall be as hereunder:
- a) An application may be made in the prescribed **Form I** and **Form IA** to the Compliance Officer indicating the estimated number of Securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the Securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
 - b) An undertaking as provided in **Form I** shall be signed or executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
 - That the Employee/director/officer of the Company does not have any access or has not received Unpublished Price Sensitive Information up to the time of

signing the undertaking.

- That in case the Designated Person has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of such change in position and that he/she would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
 - That he/she has not contravened the Code as notified by the Company from time to time.
 - That he/she has made a full and true disclosure in the matter.
- c) All Designated Persons and their Immediate Relatives shall execute their trade in respect of Securities of the Company within 7 (seven) Trading Days after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed Form C. In case the transaction is not undertaken, a report to that effect shall be filed in the prescribed **Form II**.
- d) If the order is not executed within 7 (seven) Trading Days after the approval is given, the employee/ director must seek fresh pre-clearance of the transaction.
- e) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into a contra trade i.e. sell or buy any number of Securities of the Company during the next 6 (six) months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time. In case of any 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 the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by the Securities and Exchange Board of India under the Securities and Exchange Board of India Act, 1992, as amended, provided that this shall not be applicable for trades pursuant to exercise of stock options.
- f) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency upon receipt of an application on this behalf in prescribed Form III and after recording reasons in writing for the same. However, no such sale will be permitted when the trading window is closed.
- (ii). No Designated Persons shall apply for pre-clearance of any proposed Trade by such Designated Person or his/her Immediate Relative, if such Designated

Person or his/her Immediate Relative is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

9. OTHER RESTRICTIONS

Following additional restrictions shall apply wherein pre-clearance for the trade has been sought by the Designated Persons or Insider:

- a) The disclosures to be made by any person under this Code shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
- b) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be considered for purposes of this Code.
- c) The disclosures made under this Code shall be maintained for a period of five years.

d) Internal Control

- i. The chief executive officer or managing director or such other analogous person of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in Insider Trading Regulations to prevent insider trading. Further, the Board is to ensure that the requirements are met by such persons under the Insider Trading Regulations.
- ii. The internal controls shall include the following:
 - i. Designated Persons;
 - ii. all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of the Insider Trading Regulations;
 - iii. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the Insider Trading Regulations;
 - iv. 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;
 - v. all other relevant requirements specified under the Insider Trading Regulations shall be complied with;
 - vi. periodic process review to evaluate effectiveness of such internal controls.

- iii. The audit committee of the Company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
 - iv. The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries;
 - v. If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.
- e) All the pre-approved trades shall in respect of the securities of the Company shall be executed within 7 (seven) Trading Days after the approval of pre-clearance is given, failing which, fresh pre-clearance for trades to be executed shall be obtained.
 - f) The concerned persons shall disclose to the Company in the prescribed Form **(Form D)** the number of securities acquired or disposed off, for which pre-clearances are obtained, within two trading days of such transaction.
 - g) The concerned persons shall disclose to the Company in the prescribed Form **(Form D)** the number of securities not traded, in respect of transactions for which pre-clearances are obtained but trading not happened within Seven Trading Days after the approval of pre-clearance is given.
 - h) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
 - i) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.
 - j) Any Designated person who is permitted to trade shall not execute a Contra Trade within six months. In case any Contra Trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the investor protection and education fund administered by SEBI under the Act. This shall not be applicable for trades done in pursuance of a valid and approved trading plan and trades done pursuant to exercise of employee stock options.

- k) In case any Contra Trade is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard, subject to the Insider Trading Regulations. An application for waiver of holding period shall be made to the Compliance Officer through concerned departmental head in the prescribed Form **(Form F)**.

10. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

a) Initial Disclosures

- i. Every Promoter, member of the Promoter Group, Key Managerial Personnel or Director of the Company, within 30 (thirty) days of this Code taking effect, shall forward to the Company the details of all holdings in Securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **(Form A)**.
- ii. 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 in securities of the Company as on the date of appointment, or becoming a promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter in the prescribed Form **(Form B)**.
- iii. The Compliance Officer shall maintain records of all such disclosures for a minimum period of five years.

b) Continual Disclosures

- i. Every Promoter, member of the Promoter Group, Designated Person and Director of the Company disclose to the Company, in the Prescribed Form **(Form G)** the number of such securities acquired or disposed off within two Trading Days of such transactions if the value of the securities traded, whether in one transaction or a series of transactions over every calendar quarter, aggregates to a traded value in excess of ten lakhs rupees.
- ii. 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.
- iii. Every Promoter, member of the promoter group, Designated Person and director of the Company shall be required to disclose names and PAN 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 one-time basis.

Explanation - 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.

- iv. The Company shall provide the information including Permanent Account Number of Promoter(s) including member(s) of the promoter group, designated person(s), director(s), and employees up to two levels below the managing director (hereinafter collectively referred to as "Entities") as soon as it is listed on the stock exchanges, and thereafter on the same day of any change in details of the Entities, to a designated depository in the format and manner prescribed by the depositories. For Permanent Account Number exempt entities, the investor's demat account number(s) shall be specified by the Company.
- v. The Company may, at its discretion, require any other Connected Person(s) apart from the Entities as mentioned above to make disclosure of its holdings and trading in securities of the Company in the prescribed form (**Form C**) and at such frequency as may be determined by the Compliance Officer.
- vi. The Compliance Officer shall maintain records of all such disclosures for a minimum period of five years.

11. REPORTING REQUIREMENTS FOR DESIGNATED PERSONS

- (i). All Designated Persons shall disclose the annual statement of all Securities of the Company held as on March 31 every year, in the format set out in **Form IV** on or prior to April 25 of the next Financial Year.
- (ii). All Designated Persons shall disclose along with the annual statement referred in 11. (i) above a list of all their immediate relatives and of persons with whom such Designated Persons have material financial relationship along with telephone and mobile numbers used by them and their respective permanent account number issued by the income-tax department. In absence of permanent account number,

any other identifier authorized by law shall be disclosed. In absence of both documents, the Compliance Officer shall decide on the identifier supposed to be disclosed.

- (iii). All Designated Persons who have been designated as on the date of effectiveness of such policy, shall on a onetime basis disclose the names of all educational institutions from where they have graduated and names of past employers. In case of persons designated after the effectiveness of such policy, such information shall be given within 15 days of being a Designated Person.
- (iv). The Compliance Officer shall maintain records of all the declarations/undertakings/forms as mentioned in this Code, and received from time to time, for a period of five (5) Years.
- (v). The Compliance Officer shall take steps for disclosures required under this Code to also be made through electronic filing in accordance with the system devised by the stock exchange.

12. DISSEMINATION OF PRICE SENSITIVE INFORMATION

- (i). No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of Securities of the Company.
- (ii). Disclosure or dissemination of Unpublished 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:

- a) Only public information to be provided.
 - b) At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
 - c) Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
 - d) Simultaneous release of information after every such meeting.
- (iii). Where disclosure of Unpublished Price Sensitive Information is required to be made to any person in the course of a transaction, such disclosure shall be made on a "need to know" basis. Any such disclosure shall be made in accordance with the Insider Trading Regulations.

The following process shall be followed in bringing persons to whom Unpublished Price Sensitive Information is disclosed as 'insiders':

- a) All such persons shall be required to enter into agreements to contract

confidentiality and non-disclosure obligations, in accordance with regulation 3(4) of the Insider Trading Regulations;

- b) The Compliance Officer shall explain to all such persons the obligations and consequences of breach of obligations set out in the Insider Trading Regulations.
- c) The Compliance Officer shall maintain a list of all persons brought in as 'insiders' pursuant to this Code.

13. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- a) Every Promoter or members of promoter group, Designated Person shall be individually responsible for complying with the provisions of the Code (Including to the extent the provisions hereof are applicable to his/her dependents).
- b) Any such persons who trade in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- c) Promoter, member of promoter group, Key Managerial Personnel, director or Designated Persons who violate the Code may also be subject to disciplinary action by Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation stock option plans, etc. Any amount collected under this shall be remitted to SEBI for credit to the investor protection and education fund administered by SEBI under the Act.
- d) The action by the Company shall not preclude the SEBI from taking any action in case of violation of the Insider Trading Regulations.
- e) In case the company becoming aware of any violation by the Designated Persons and immediate relatives of the designated persons of the Insider Trading Regulations, it shall promptly inform the stock exchange(s) where the securities of the companies are traded in such forms and manner as may be specified by the SEBI from time to time.

14. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website and formulation and publication of the same shall be confirmed to the Stock Exchange (s) where the securities of the Company are listed.

15. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision/amendment in accordance with applicable laws as may be issued by relevant statutory, government and regulatory authorities, from time to time. In case any amendment(s), clarification(s), circular(s) etc.

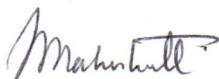
issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s) clarification(s), circular(s) etc., shall prevail upon the provisions hereunder.

16. ASSISTANCE

For any assistance, advice or clarification on any questions, doubts or difficulties that may arise in the interpretation of this Code, you may contact the following persons:

Sr. No.	Name & Designation	Contact Number	Email address
1.	Ms. Vijaylaxmi Kedia - Company Secretary and Compliance Officer	+91 8971142671	cs@onlineinstruments.com investorrelations@onlineinstruments.com

For Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)



~~Shivanand Mallappa Mahashetti~~
Managing Director
DIN: 01180544

For Online Instruments (India) Limited

Authorised Signatory

**INITIAL DISCLOSURE UNDER REGULATION 7 (1) (B) READ WITH REGULATION
6(2) OF THE PIT REGULATIONS**

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

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

Name of the company: Online Instruments (India) Limited (Formerly Online Instruments (India) Private Limited)

ISIN of the Company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and their immediate relatives or 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 identification as DP	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of Security (For e.g. - Shares, Warrants, Convertible Debentures etc)	No.	
1	2	3	4	5	6

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
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:

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

Name of Company: Online Instruments (India) Limited (Formerly Online Instruments (India) Private Limited)
ISIN _____

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 (KMP/ Director or Promoter or member of the promoter group/Immediate relative to/others, etc.)	Date of appointment of KMP/Director/OR Date of becoming Promoter/member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of shareholding
			Type of Security (For e.g., Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of 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).

Open Interest of the Future contracts held as on the date			Open Interest of the Option Contracts held as on date		
Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Date:
Place:

Signature:
Name:
Designation:

Annexure to Form B

Name:

Employee Code:

Sr. No.	Particulars	Name	PAN Address	& Phone and mobile number used by persons	No. and % of total shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse' Mother					
5.	Spouse' Father					
6.	Son					
7.	Son' Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse' Brother					
13.	Spouse' Sister					
14.	If you are member of Hindu Undivided					
15.	Name of persons with whom material financial relationship* is Shared					

*"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 12 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.

FORM C

FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING CERTAIN THRESHOLDS BY DIRECTORS/ DESIGNATED PERSON PURSUANT TO REGULATION 7 (2) READ WITH REGULATION 6(2)

Name, PAN, CIN/DIN, & addresses 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/ Interse transfer, ESOPs. etc.)	Exchange on which the trade was executed
		Type of Security	No. and % of shares holding	Type of Securities (For e.g. - Shares, Warrants, Convertible Debentures, Right Entitlement)	No.	Value	Transaction Type (Buy/Sale/Placed/Revoke/Inv)	Type of Security (For e.g. - Shares, Warrants, Convertible Debentures, Right Entitlement)	No. and % of shares holding				

		nts etc.		ntu res, Rig ht Ent itle me nts etc.				ok e	rti bl e D eb en tu re s, Ri gh t E nt itl e m en ts et c.								
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15			

Note: "Securities" shall have the meaning as defined under regulation 2(1)(I) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended Value of transaction excludes taxes/brokerage/any other charges.

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

Trading in derivatives (Specify type of contract, Future or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract Specifications	Buy		Sale		
		Notional Value	Number of units (Contract * lot size)	Notional Value	Number of units (Contract * lot size)	

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

Name:
Signature:
Date:
Place:

Form D
FORM FOR DISCLOSURE OF TRANSACTIONS

[as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7(b),7(c), 8(b) of Code of Conduct to regulate, monitor and report trading by Insiders]

(To be submitted within two days of transaction/trading in securities of the Company/end of 7 trading days from pre-clearance approval)

To
The Company Secretary and Compliance Officer
Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)

Pre-Approval Reference No.: _____

I hereby inform that I

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

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

In connection with the 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 if sought for:

1. Broker's contracts 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 slips (applicable in case of sale transaction).
- I agree to hold the above securities for a minimum period of six months/undertake that no contra trade shall be entered within a 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).

Signature:

Name and Designation:

Date:

FORM E
FORM FOR PRE-CLEARANCE OF TRANSACTIONS
 [as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 6(b)(i) & (ii) of Code of Conduct to Regulate, Monitor and Report trading by Insiders]

To
 The Company Secretary and Compliance Officer
 Online Instruments (India) Limited
 (Formerly Online Instruments (India) Private Limited)

I intend to sell/purchase securities of the Company, as follows:

Sl. No.	Name of the applicant	
1.	Designation	
2.	Department	
3.	Employee code No.	
4.	Number and value of securities in the Company held as on date Folio No. / DP ID and Client ID	
5.	Nature of proposed trading	a) Purchase in the open market b) Sale of securities c) Off-Market deal d) Other
6.	Proposed date of trading in securities	
7.	No. of Shares/Debentures proposed to be dealt. Folio No./DP ID and Client ID where the securities will be credited/debitedNos.
8.	Price at which transaction is proposed	
9.	Current Market Price (as on the date of application)	

I hereby apply for the pre-clearance of the transaction(s) referred above. In relation to the above trading, I undertake that:

- i. That I do not have any access, nor have I received any "Price Sensitive Information" up to the time of signing this undertaking.
- ii. That in case I have access to or receive "Price Sensitive Information" after the of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of the Company till the time such information becomes public.
- iii. That I have not contravened the Code of Conduct (Insider Trading) for prevention of insider trading as notified by the Company from time to time.
- iv. That I have made a full and true disclosure in the matter.

- v. That I will go ahead with the transaction only after receiving the required clearance.
- vi. That I will execute the order in respect of the securities of the Company within 7 Trading days after the approval of pre-clearance is given, failing which, fresh clearance shall be obtained.
- vii. That I shall inform the Company (in Form E) within 2 days of transaction/trading in securities of the Company/end of 7 trading days from pre-clearance approval the details of the securities traded along with securities not traded (in respect of which pre-approval had been obtained).

Signature:

Date:

Place:

Confirmation of the immediate senior of the applicant:

I, _____(Designation), immediate senior of the applicant
Mr. _____ confirm that the applicant is not holding any UPSI at the time of making this
application.

Place:

Date:

Signature of immediate Senior

FORM F
APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD
[As per Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015 and Clause 7(h) of Code of Conduct to Regulate, Monitor and Report
trading by Insiders]

To
The Company Secretary and Compliance Officer
Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)

Through: Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives, with respect to _____ securities of the Company held by me/(name of family dependent)/jointly (date). I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you

Name of Applicant Designation:
Employee code:

Signature
Date:

**FORM
ANNUAL DISCLOSURE**

[Regulation 8(b)(iii) of Code of Conduct to Regulate, Monitor and Report trading by
Insiders]

To
The Company Secretary and Compliance Officer
Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)

This is to state during the year till the date of this declaration, I or my Immediate Relative(s) as defined in the Code of Conduct for Prevention of Insider Trading of the Company ("Code"):

- (i) have not carried out any trade in any of the Securities while in possession of Unpublished Price Sensitive Information.
- (ii) have not carried out any trade in any of the Securities in violation of the Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("PIT Regulations").
- (iii) Have complied with the provisions of the Code and the PIT Regulations

I further confirm the below information submitted by me in terms of Clause 9.3 (ii) of the Code:

Sl. no.	Name	Relation with the employee (Self / Immediate Relative / Person with whom material financial relationship is shared by me)	PAN or Other identifier authorized by law	Phone, Mobile and Cell No.	No. of Company's Securities held as on March 31
1					
2					

The above information is true and correct to the best of my knowledge and I will report changes herein, if any, as soon as I come to know.

Thanking you,
Signature:
Date:
Place:

Notes:

1. "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.

2. "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

3. Any other legal identifier to be provided only in the absence of PAN.

Indicative format for reporting under Regulation 7(3) by others connected Person:

Name, PAN , CIN /DIN, & address with contact nos.	Connection with the Company	Securities held prior to acquisition / Disposal		Securities Acquired / Disposed				Securities held post acquisition / Disposal		Date of allotment advice / acquisition of shares / sale of shares specify		Date of initiation of transaction to Company	Mode of acquisition / disposal (on market / public / rights / preferential offer / off market / Interse transfer / ESOPs. etc.)	Exchange on which the trade was executed
		Type of Security For e.g.- Shares, Warrants, Conve	No. and % of share holding	Type of Securities (For e.g.- Shares, Warrant	No.	Value	Transaction Type (Buy	Type of Security For e.	No. and % of share	From	To			

		rtible Deben tures, Right Entitl ement s etc.		s, Con verti ble Deb entu res, Righ t Entit leme nts etc.			/S al e/ Pl ed ge / Re vo ke / I nv ok e	g- Sh ar es, W ar ra nt s, C on ve rti bl e D eb en tu re s, Ri gh t E nt itl e m en ts et c.	ol di ng								
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15			

Note:

- (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (ii) Value of transaction excludes taxes/brokerage/ any other charges

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

Type of contract	Contract Specifications	Buy		Sell		Exchange on which
		Notional value	Number of units	Notional value	Number of units	

			(contracts * lot size)		(contracts * lot size)	the trade executed
16	17	18	19	20	21	22

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

Designation:

Date:

Place:

Annexure H

Sr. No.	Particulars	Name	PAN Address	& Phone and mobile number used by persons	No. and % of total shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse' Mother					
5.	Spouse' Father					
6.	Son					
7.	Son' Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse' Brother					
13.	Spouse' Sister					
14.	If you are member of Hindu Undivided					
15.	Name of persons with whom material financial relationship* is Shared					



FORM-I [Refer Clause 8(i)]

APPLICATION TO DEAL IN SECURITIES OF Online Instruments (India) Limited

To
The Compliance Officer

From: Name of the Director/ Employee :

Designation :

Employee Reference No. :

Department / Unit :

Location :

I hereby give notice that I propose carrying out the following transaction:

Transaction Sale / Purchase	No. of Shares/ Derivatives proposed to be bought/sold	DP & Client Id No (In case of Demat)

UNDERTAKING

I hereby undertake and confirm:

- that I do not have any access or have not received Unpublished Price Sensitive Information up to the time of signing this undertaking.
- that in case I obtain access to or receive any Unpublished Price Sensitive Information after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
- that I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- that I have made a full and true disclosure in this application.

Name
(Signature)
Date:

LOGIC

Online Instruments (India) Limited

Formerly Online Instruments (India) Private Limited
CIN: U51909KA2006PLC038521

DNR Altitude, No.8/1, 11th Floor, Tumkur Road, Yeswanthpura, Bangalore, Karnataka, India, 560022

Ph: 080 - 25274626 / 080 - 25274636 E-mail: info@onlineinstruments.com

www.onlineinstruments.com





Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)
**CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF
TRADING BY INSIDERS**
FORM - II [Refer Clause 8(i) (d)]
REPORT ON REASON FOR NOT COMPLETING THE APPROVED TRANSACTION

To: Compliance Officer

From: Name of the Director/ Employee :

Designation :

Employee Reference No. :

Department / Unit :

Location :

I hereby give reasons for not executing the approved transaction as per the following details:

Date of Pre-clearance	No. of Shares/ Derivatives proposed to be bought/sold	DP & Client Id No (In case of Demat)	Reasons

Name
(Signature)

Date:

LOGIC

Online Instruments (India) Limited

Formerly Online Instruments (India) Private Limited

CIN: U51909KA2006PLC038521

DNR Altitude, No.8/1, 11th Floor, Tumkur Road, Yeswanthpura, Bangalore, Karnataka, India, 560022

Ph: 080 - 25274626 / 080 - 25274636 E-mail: info@onlineinstruments.com

www.onlineinstruments.com



FORM - IA [Refer Clause 8(i)]

LIST OF RELATIVES/IMMEDIATE RELATIVES

Spouse _____

Father
(including
step-father) _____

Mother
(including
step-mother) _____

Son's
(including
step-son) _____

Son's Wife _____

Daughter _____

Daughter's
husband _____

Brother's
(including
step-brother) _____

Sister
(including
step-sister) _____

If you are
member of
Hindu
Undivided _____

Name

(Signature)

Date: