

PRAGYAWAN TECHNOLOGIES LIMITED



**CODE OF CONDUCT FOR REGULATING MONITORING
AND REPORTING OF TRADING BY DESIGNATED
PERSONS**

[Under Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

CIN: U29292DL2011PLC222502

**Registered Address: Flat No. 2, 2nd Floor, Plot No. 70-A/31 Guru Nanak Pura, Laxmi Nagar,
110092, Delhi, India**

INTRODUCTION:

With a view to governing the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (“SEBI”) had formulated SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “SEBI PIT Regulations” or “Regulations”).

Sub-regulation (1) of Regulation 9 inter alia, requires all listed companies to frame a Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders by adopting the minimum standards as set out in Schedule B to the SEBI PIT Regulations.

Accordingly, Pragyawan Technology Limited (“Company”) has formulated this Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons (“Insider Trading Policy”).

The Insider Trading Policy has been formulated by the Board on January 15, 2026, and shall be applicable with immediate effect.

All the Directors, Designated Persons, officers and connected persons of the Company are advised to carefully go through and familiarize themselves with and adhere to the SEBI PIT Regulations and the Insider Trading Policy.

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer or connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

Object

To comply with the provisions of the SEBI PIT Regulations, the Company has formulated a code of internal procedures and conduct for the prevention of insider trading. This Insider Trading Policy, made pursuant to Regulation 9 of the SEBI PIT Regulations, aims to define and establish rules and processes for the Company with respect to:

- (a) Prohibiting insider trading of securities;
- (b) Ensuring no violation of SEBI PIT Regulations and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 (“SEBI PFUTP Regulations”).
- (c) Preserving the confidentiality of UPSI; and

All Connected Persons or deemed Connected Persons, including directors, officers and Designated Persons shall adhere to SEBI’s applicable guidelines for the prevention of insider trading. The Insider Trading Policy is intended to serve as a guiding charter for all Connected Persons associated with the functioning of listed companies and their trading in Securities of such companies. Further, the Insider Trading Policy also seeks to ensure timely and adequate disclosure of Unpublished Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to its Securities. The provisions of this Insider Trading Policy have to be read along with the SEBI PIT Regulations and if there is any inconsistency / contradiction between the two, the provisions of the SEBI PIT Regulations shall prevail.

1. DEFINITIONS:

- (a) “Act” means the SEBI Act, 1992.
- (b) “Board” means the Board of Directors of the Pragyawan Technologies Limited;
- (c) “Company” means Pragyawan Technologies Limited;
- (d) “Compliance Officer” means any senior officer, designated so and reporting to the Board of Directors or head of the organization, in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the

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 Company or the head of an organization, as the case may be;

The term “**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.

- (e) “**Company Secretary**” means a qualified person who has been designated by the Company as a Company Secretary of the Company;
- (f) “**Connected Person**” means any person who is or has been, during the six months prior to the concerned act, been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (g) “**Designated Persons**” will mean and include:
 - (i) All the Directors of the Company;
 - (ii) Promoters and members of the Promoter Group;
 - (iii) All employees of the Company coming under the Grade 1, 2 and 3 (as per the policy of the Company) and its material subsidiaries.
 - (iv) Key Managerial Personnel (as defined in accordance with the Companies Act, 2013 and applicable accounting standards) of the Company;
 - (v) All employees of the ‘Finance’, ‘Accounts’, ‘Audit’, ‘Taxation’, ‘Legal and Secretarial’, ‘Corporate Communication’ functions of Corporate Finance, Information Technology, irrespective of their grade;
 - (vi) employees of such other functions of the Company who are in possession or likely to be in possession of Unpublished Price Sensitive Information;
 - (vii) Directors, Chief Executives and employees up to 2 (two) levels below the Managing Director, including the head of Accounts and Finance (by whatever name called) of the Company and material subsidiaries of the Company;
 - (viii) Personal assistants, if any, of persons referred in (i) and from (iii) to (vii) above;
 - (ix) Any other employees as may be designated/ notified by the Compliance Officer in consultation with the Board of Directors from time to time, who may be considered to be in possession of Unpublished Price Sensitive Information;
 - (x) Immediate Relatives of persons specified in (i) to (viii) above.
- (h) “**Director**” means a member of the Board of Directors of the Company.
- (i) “**Employee**” means every employee of the Company, including the Directors, in the employment of the Company;
- (j) “**Generally available Information**” means information that is accessible to the public on a nondiscriminatory basis;
- (k) “**Immediate Relative**” means a spouse of a person, and includes a parent, sibling, or 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;

- (l) **“Insider”** means any person who is,
- (i) a connected person; or
 - (ii) In possession of or having access to unpublished price sensitive information.
 - (iii) any person who is in receipt of unpublished price-sensitive information pursuant to a Legitimate Purpose;
- (m) **“Insider Trading Policy”** shall mean the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders of Pragyawan Technologies Limited, as amended from time to time;
- (n) **“Key Managerial Personnel”** means a person as defined in Section 2(51) of the Companies Act, 2013;
- (o) **“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (p) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of a mutual fund;
- (q) **“Takeover regulations”** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (r) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- (s) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- (t) **“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 including but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends (both interim and final);
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;

- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

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.

- (u) **“SEBI PIT Regulations” or “Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

Words and expressions used and not defined in this Insider Trading Policy but defined in the SEBI Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. **ROLE OF COMPLIANCE OFFICER:**

The Company Secretary has been designated as the Compliance Officer of the Company, and his duties and roles shall be as follows:

- (a) The Compliance Officer shall report to the Board of Directors of the Company in respect of the matters covered in this Insider Trading Policy and in particular, shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors on a quarterly basis or at such other frequency as may be stipulated from time to time by the Board of Directors but not less than once in a year.
- (b) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and shall administer the Insider Trading Policy and other requirements under the SEBI PIT Regulations.
- (c) The Compliance Officer shall maintain a record of Designated Persons and any changes made to the list of Designated Persons and all declarations / forms submitted by them.
- (d) The Compliance Officer shall be responsible for monitoring the implementation of the Policy under the overall supervision of the Board.
- (e) He shall inform all Stock Exchanges on which the securities of the Company are listed, the information received as required and disclosed to the extent as required under rules and regulations promulgated by SEBI or the Stock Exchanges;

- (f) He shall place details of the dealing in the securities by Designated Persons before the Managing Director, as may be required and the accompanying documents that such persons had executed under the pre-dealing procedure as mentioned in this Policy.
- (g) The Compliance Officer shall do all such other things as provided in the Regulations and as may be prescribed by SEBI from time to time.
- (h) The Compliance Officer shall ensure on behalf of the Board of Directors that a Structured Digital Database (SDD) is maintained in accordance with Regulation 3(6) of the Regulations containing the nature of UPSI 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 SEBI PIT Regulations, 2015, along with the Permanent Account Number (“PAN”) or any other identifier authorized by law where PAN is not available and to ensure that adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database

3. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

3.1 Communication or Procurement of Unpublished Price Sensitive Information:

- 3.1.1 No Designated Person and their immediate relatives or any Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information to any person, including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or otherwise as provided under the Regulations. All information shall be handled within the organisation on a need-to-know basis, and no unpublished price-sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - 3.1.2 No Designated Person and their immediate relatives or any Insider shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - 3.1.3 Subject to the provisions of the Regulations, no Designated Person and their immediate relative/Insider shall trade in the Securities when in possession of Unpublished Price Sensitive Information.
 - 3.1.4 The Company has established policies, procedures and arrangements, including earmarked areas (collectively “**Chinese Wall**”), designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information. In general, Chinese Wall separate areas that have access to Unpublished Price Sensitive Information (“**Sensitive Areas**”) from those who do not have such access (“**General Areas**”).
 - 3.1.5 Employees within Sensitive Areas have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Any known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately. The establishment of Chinese Wall is not intended to suggest that within Sensitive Areas, Unpublished Price Sensitive Information can circulate freely. Within Sensitive Areas, the ‘**need-to-know**’ policy shall be fully in effect.
 - 3.1.6 Any person may be brought inside on a sensitive transaction with prior written approval of the Compliance Officer. Such a person shall be fully made aware of the duties and responsibilities attached to the receipt of inside information, and the liabilities that are attached to misuse or unwarranted use of such information.
- #### **3.2 Restrictions:**
- 3.2.1 Every person preparing and circulating any unpublished price sensitive information (UPSI) as defined under the Regulations shall ensure to notify the following notation “Privileged and Confidential” on each such document / statement.

3.2.2 Need to know:

All information shall be handled within the Company on a need-to-know basis, and no Unpublished Price Sensitive Information shall be communicated, provided or allowed access to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

“Need to know” basis means 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.

3.2.3 Trading Window:

- All Designated Persons and their immediate relatives shall not be permitted to deal in the Securities of the Company during the period to be called “**Trading Window Closure**”. 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.
- The Trading Window shall be closed from the end of every quarter till 48 hours after the declaration of financial results of the Company. The gap between the clearance of accounts by the audit committee and the board meeting should be as narrow as possible, and preferably on the same day, to avoid leakage of material information.
- For other items, the Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit in consultation with any Managing Director/Executive Director of the Company.
- 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.
- The trading window shall also be applicable to any person having a contractual or fiduciary relationship with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the Company.

3.2.4 Non-applicability of Trading Window Restrictions:

The Trading Window Restrictions shall not be applicable in the following scenarios:

- The transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information, and both parties had made a conscious and informed trade decision as defined in Regulation 4 (1) (i) of the Regulations.
- The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information, and both parties had made a conscious and informed trade decision as per the guidelines of Regulation 4 (1) (ii) of the Regulations.
- The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- The trades were pursuant to a trading plan set up in accordance with Regulation 5.

- The trade was in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Board.
- Transactions which are undertaken in accordance with respective regulations made by the Board 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 Board from time to time.
- In the case of non-individual insiders:
 - (i) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - (ii) appropriate and adequate arrangements were in place to ensure that these regulations are not violated, and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached

3.2.5 Restrictions for dealing in Securities of the Company:

- No Designated persons and their Immediate Relatives shall enter into an opposite transaction, i.e. sell or buy the Securities of the Company during a period of six months following a previous transaction. This restriction shall not be applicable for trades pursuant to the exercise of stock options. However, once the shares acquired on exercise of the ESOPs are sold, the restriction on buying would become applicable for the next six months.
- The aforesaid restriction (contra trade) shall not apply in respect of buy-back offers, open offers, rights issues, bonus, split, consolidation and other related corporate actions.
- In the event, a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.
- In case the sale of Securities is necessitated by a personal emergency, the Compliance Officer is empowered to grant relaxation from a strict application of such a restriction, after recording in writing the reasons for the grant of such relaxation. The Designated Persons seeking waiver of the contra period must make an application in **Annexure 5**, citing the reasons thereof, to the Compliance Officer.

3.2.6 All non-public information directly received by any employee should immediately be reported to the head of the department.

3.2.7 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

4. **TRADING PLAN**

The Regulations give an option to persons who may be perpetually in possession of UPSI, enabling them to trade in securities in a compliant manner. This enables the formulation of a Trading Plan by an Insider to enable him/her to plan for trades to be executed in future. By doing so, the Insider who is in possession of UPSI and who has formulated a Trading Plan approved by the Compliance Officer subsequently would not be prohibited from execution of such trades as per the trading plan approved by the Compliance Officer on such stand that he/she had pre-decided the trade even before such UPSI available to them.

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.

Such trading plan shall:

- not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan.
- 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.
- entail trading for a period of not less than twelve months.
- not entail overlap of any period for which another trading plan is already in existence.
- set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- not entail trading in securities for market abuse.

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

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

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

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

Provided that the implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5. PRE-CLEARANCE OF TRADES:

All Designated Persons, who intend to deal in the securities of the Company in their own name or in the name of their Immediate Relatives, when the trading window is open and if the value of the proposed trades is above Rs. 10 lakhs (market value) shall obtain pre-clearance of the transactions from the Compliance Officer for each transaction. However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of Unpublished Price Sensitive Information, even if the trading window is not closed, and hence, he shall not be allowed to trade. The pre-clearance procedure shall be hereunder:

- An application may be made in the prescribed Form 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 the Compliance Officer in that behalf.
- A Declaration shall be executed in favour of the Company by such Person.

- Before granting pre-clearance in form, the Compliance Officer shall have due regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- All Designated Persons shall execute their order in respect of securities of the Company within seven (7) trading days from the date of the approval of pre-clearance. The Designated persons shall file within 1 (one) day of the execution of the deal, the details of such deal and changes in the holdings, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.
- If the order is not executed within seven trading days from the date the approval is given, the employee/director must seek fresh pre-clearance of the transaction.
- All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction (shall not execute a contra trade), i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons/Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

6. REPORTING REQUIREMENTS:

- 6.1 All Designated Persons of the Company shall be required to forward the following details, including the statements of their Immediate Relatives:
- (a) All holdings in securities of the Company at the time of joining the Company are in **Annexure 6**.
 - (b) Disclosure of change in holding after sale/purchase of shares in **Annexure 7** immediately after the completion of sale/purchase as the case may be.
 - (c) Periodic statement of any transactions in securities of the Company as on the last date of every calendar quarter (the periodicity of reporting may be defined by the Company from time to time). Quarterly statement of any transactions in securities of the Company in **Annexure 8**.
 - (d) Annual statement as on 31st March every year of all holdings in securities in **Annexure 8**.
- 6.2 The 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 one-time basis.

Note: 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.

7. PENALTY FOR THE CONTRAVENTION OF THE INSIDER TRADING POLICY

- 7.1 Every Designated Person shall be individually responsible for complying with the provisions of the Insider Trading Policy (including, to the extent the provisions hereof are applicable to his/her immediate relatives).
- 7.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Insider Trading Policy, may be penalised and appropriate action may

be taken by the Board of Directors of the Company apart from the penalties prescribed under the Insider Trading Policy.

- 7.3 Designated Person who violates the Insider Trading Policy shall also be subject to disciplinary action by the Board of Directors of the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 7.4 The action by the Company shall be in addition to any action that may be taken by SEBI in case of violation of SEBI PIT Regulations.
- 7.5 In case it is observed by the Board of Directors that there has been a violation of SEBI regulations, they shall inform all the Stock Exchanges where the securities of the Company are traded promptly.

8. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Insider Trading Policy from time to time. All provisions of this Insider Trading Policy would be subject to revision / amendment in accordance with Applicable Laws. Any subsequent amendment/modification in the SEBI PIT Regulations, and/or any other laws in this regard shall automatically apply to this Policy. In case of 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 Insider Trading Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

Version approved by: The Board of Directors

Effective Date: January 15, 2026

Place: Noida

Note: Approved in the meeting dated January 15, 2026

ANNEXURE 1

APPLICATION FOR PRE-CLEARANCE

Date:

To,

The Compliance Officer,

Pragyaan Technologies Limited

Dear Sir/Ma'am,

Sub: Application for Pre-clearance of trading in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons, I seek approval to purchase /sale /subscribe ____ equity shares of the Company as per the details given below:

1.	Name of the Applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No./DP ID/Client ID No.	
5.	The proposal is for	(a) Purchase of Securities (b) Subscription of Securities (c) Sale of Securities
6.	Proposed window of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Current Market Price (as on Date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market deal	
10.	Folio No./DP ID/Client ID No. where the securities will be credited/debited	

* *Strike off whichever is not applicable*

I enclose herewith the form of Declaration signed by me.

I have gone through the Insider Trading Policy in respect of the prevention of Insider Trading, and I will abide by all the rules made thereunder. I/We declare that the shares to be sold, if any, have been held by me/us for a minimum of 6 months.

I have understood that I will be dealing in securities in the course of the next seven days after receiving the permission from you.

I agree that if, after getting your approval, I do not trade in the securities within 7 days, I will treat the permission given as cancelled.

Yours faithfully,

(Signature of Designated Person)

Name:

Designation:

ANNEXURE 2

DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

DECLARATION

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

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons (the "Insider Trading Policy") up to the time of signing of this Undertaking. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Insider Trading Policy, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

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

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

If approval is granted, I shall execute the deal within 7 trading days from the date of approval of preclearance failing which I shall seek fresh pre-clearance.

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

Date:

Signature:

* *Indicate number of shares*

ANNEXURE 3

PRE-CLEARANCE APPROVAL

To,

Name:

Designation:

Place: _____

This is to inform you that your request for dealing in ____ (nos.) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed within 7 trading days from today.

In case you do not execute the approved transaction /deal within the aforesaid period, you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed format within one day from the date of the transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary. You shall not execute a contra trade within 6 months from the date of your present trade.

Yours faithfully,

For **Pragyawan Technologies Limited**

Compliance Officer

Date:

Encl: Format for submission of details of transaction

ANNEXURE 4

REPORT OF TRADES EXECUTED/DECISION NOT TO TRADE WITH REASONS

(To be submitted within one day of transaction / dealing in securities of the Company)

Date:

To,

The Compliance Officer,

Pragyawan Technologies Limited

I hereby inform you that in furtherance of your Pre-Clearance Order dated..... for Purchase/Sale of Shares, I have not bought / sold/ subscribed any securities of the Company for the following reasons:

Name of holder	No. of Securities dealt with	Bought/sold/subscribed	DPID/Client ID/Folio No.	Price (Rs.)

- have bought/sold/subscribed securities as mentioned below on _____ (date)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

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

I agree to hold the above securities for a minimum period of six months. I shall not enter into a contra trade within 6 months of the previous transaction.

I submit the following details of the change in holding of securities of the Company:

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice / acquisition of / sale of securities	Nature of Transaction & Quantity			Trading Member through whom the trade was executed with SEBI Registration No. of TM	Exchange on which The trade was executed
			Purchase	Sale	Others		

Details of Change in Securities Held by Immediate Relatives:

Name, Pan No & Address of Shareholder and relationships	No. of Securities held before the transactions	Receipt of allotment advice / acquisitions of / sale of securities	Nature of Transaction & Quantity			Trading Member through whom the trade was executed with SEBI Registration No. of TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I declare that the above information is correct and that no provisions of the Company's Insider Trading Policy and/or applicable laws/regulations have been contravened in effecting the above-mentioned transactions(s).

Signature:

Name & Designation:

ANNEXURE 5

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

To,

The Compliance Officer

Date:

Dear Sir,

I request you to grant me a waiver of the minimum holding period of six months as required under the Code for Regulating, Monitoring and Reporting of Trading by Designated Persons with respect to Shares of the Company held by me / (name of relative) singly / jointly acquired by me/us on (Date). I desire to deal in the said shares on account of (give reasons).

Thanking you.

Yours faithfully,

(Name):

(Designation):

ANNEXURE 6

REPORTING OF HOLDINGS AS ON(INITIAL DISCLOSURE)

To,

The Compliance Officer

Date:

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____.

I. Details of Securities held by me:

Type of Securities	No. of Securities held	Folio No	Beneficiary A/c Client ID

II. Details of Immediate Relatives:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I hereby declare that I have the following immediate relatives:

Sr. No	Name of the Immediate Relative	Relation with Designated Person	No. of Securities held	Folio No.	Beneficiary A/c ClientID

Date:

Signature:

ANNEXURE 7

CONTINUAL DISCLOSURE

Promoters, Employees and Directors of the Company

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulations 7 (2) (a)]

**Details of change in shareholding or voting rights held by Promoters, Employees and Directors
(including their immediate relatives)**

Name, Pan No. & Address of Promot ers / Employ ees / Director s	No. of % of shares/ voting rights held by the Promot ers / Employ ees / Directo rs	Date of receipt of allotmen t/ advice/ acquisiti on/ sale of shares/ voting rights	Date of Intimati on to the Compa ny	Mode of Acquisiti on (Market purchase / public/ rights/ preferen tial offer etc.)/ sale	No of % of shares/ voting rights post acquisit ion	Trading Member through whom the trade was executed with SEBI Registrat ion No. of the TM	Excha nge on which the trade was execute d	Buy Quant ity	Buy Val ue	Sell Quant ity ([^])	Sell Val ue ([^])

Name:

Signature:

Place:

Date:

ANNEXURE 8

REPORTING HOLDINGS AS AT THE END OF EVERY QUARTER / FINANCIAL YEAR

To,

The Compliance Officer

Date:

I, _____, in my capacity as _____ of the Company, hereby submit the following details of securities held in the Company as on /OR as at 31st March/30th June/30th September/31st December, _____ [year].

I. Details of securities held by me:

Type of Securities	No. of Securities held	PAN

II. Details of Immediate Relatives:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I hereby declare that I have the following immediate relatives:

Sr. No.	Name of the Immediate Relatives	Relation with Designated Person	No. of Securities Held	PAN

Date:

Signature: