

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

January 31, 2024



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1 Introduction

This code may be called as the 'Code of conduct of All e Technologies Limited for prevention of Insider Trading'.

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 the code has been amended and has been approved and adopted by the Board of Directors of the company in the Board Meeting held on January 31, 2024. Words and expression used but not defined in this code shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities Exchange of Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made there-under as the case may be or in any amendment thereto.

This code is subject to review by the Board of Directors as and when deemed necessary.

Purpose and Applicability

This Code has been formulated to maintain the highest ethical standards while trading in Securities of the Company by the Insiders, Designated persons and their immediate relatives. The purpose of the Code is also to put in place a framework for prohibition of insider trading in Securities and to strengthen the legal framework thereof.

2 Definitions

- a) **"Act"** shall mean the Securities and Exchange Board of India Act, 1992
- b) **"Board"** means the Securities and Exchange Board of India;
- c) **"Code"** Means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
- d) **"Company"** means All e Technologies Limited.
- e) **"Compliance Officer"** means Company Secretary or such other senior officer nominated from time to time who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under SEBI PIT Regulations, 2015
- f) **"Insider"** means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

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Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an "insider" regardless of how one came in possession of or had access to such information.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

- g) **"Connected person"** means: -
 - (i) Any person who is or has 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.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
- a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - g) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - h) a banker of the company; or
 - i) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. 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.

NOTE: It is intended that the immediate relatives of the "connected person" to become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption.

- h) **"Designated Persons"** means those persons who have been identified by the Board in consultation with the compliance officer as designated persons to be covered by this code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and which shall include:
- All promoters/Promoters Group;
 - Directors of the Company and its material subsidiaries;
 - Key Managerial Personnel of the Company;
 - Auditors of the Company;
 - All Employee in the grade of L15 and above
 - All Employees working in the finance Department of All e Technologies Limited and its wholly-owned subsidiary companies, which might have access to price-sensitive information as defined in Code
 - Such other employees of the Company or its Subsidiary Companies as may be determined by the Compliance Officer on the basis of their functional role
- i. **Directors**- means Directors on the Board of All e Technologies Limited both Executive and Non-Executive.
 - ii. **Employee** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company
- i) **"Dealing in securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or as an agent.

- j) **"Financially Literate"** means a person who has the ability to read and understand basic financial statements i.e. balance sheet, the statement of profit and loss and the statement of cash flows.
- k) **"Generally Available Information"** means Information that is accessible to the public on a non-discriminatory basis. NOTE: Information published on the website of a stock exchanges, would ordinarily be considered generally available.
- l) **"Immediate Relative"** the following shall be treated as immediate relative of the designated employee.
- i. Spouse
 - ii. Father
 - iii. Mother (including step-mother)
 - iv. Son (including step-son)
 - v. Son's wife
 - vi. Daughter (including step-daughter)
 - vii. Daughter's Husband
 - viii. Siblings
- m) **"KMP"** means Key Managerial Person, and includes—
- i. the Chief Executive Officer or the managing director or whole-time director or the Manager;
 - ii. the Company Secretary;
 - iii. the Chief Financial Officer; and
 - iv. Such other officer as may be appointed by the Board of Directors of the Company as Key Managerial Person.
- n) **"Legitimate Purpose"** shall include sharing of unpublished price-sensitive information in the course of business by an insider with partners, collaborators; lenders; customers; suppliers; bankers; merchant bankers; legal advisors; auditors; insolvency professionals; other advisors or consultants provided that such sharing has not been carried out to evade or Circumvent the prohibitions of these Regulations All e Technologies Limited.
- o) **"Need to know basis"** means the Unpublished Price Sensitive Information should be disclosed only to those within the Company who need information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- p) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- q) **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- r) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of mutual funds.
- s) **"Stock Exchanges"** shall mean any recognized stock exchange on which Company's securities are listed.
- t) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly; NOTE: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term "trading" to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc. when in possession of unpublished price-sensitive information.
- u) **"trading day"** means a day on which the recognized stock exchanges are open for trading.
- v) **"Unpublished Price Sensitive Information" (UPSI)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon

becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- i. Financial results;
 - ii. Dividends;
 - iii. Change in Capital Structure.
 - iv. Mergers, De-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- w) **“Whistle Blower”** means an employee who reports instance of leak of price sensitive information under this Code.

3 Code

3.1 Compliance Officer- Appointment and Duties

- (i) The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.
- (ii) The Compliance Officer shall report to the Board of the Company.
- (iii) The Company Secretary shall hold the position of the Compliance Officer so long as he/she remains the Company Secretary. In the event of the office of the Company Secretary falling vacant till such time as a successor is appointed, the Managing Director shall, in the interim period act as the Compliance Officer.
- (iv) In order to discharge his/her functions effectively; the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
- (v) The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.
- (vi) The Compliance Officer shall be responsible for:
 - a) setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
 - b) prescribing procedures for various activities referred to in the Code.
 - c) compliance with the policies and procedures referred to herein.
 - d) monitoring adherence to the rules for the preservation of UPSI (unpublished price sensitive information).
 - e) grant of pre-trading approvals to the Designated Persons and their Immediate relatives for trading in the Company securities and monitoring of such trading
 - f) implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
 - g) the Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.

3.2 Preservation of Price Sensitive Information.

- (i) Designated Persons shall maintain the confidentiality of all Price Sensitive Information. Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- (ii) Price Sensitive Information is to be handled on a “need to know” basis, i.e., Price Sensitive Information should be disclosed only to those within Alletec who need the information to discharge their duty. This means the UPSI shall be disclosed only to those persons who need

to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty.

3.3 Trading Window and Window Closure

Designated Person of All e Technologies Limited and their immediate relative shall be subject to trading restrictions as enumerated below.

- (i) The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.
- (ii) The trading window shall be closed immediately after the end of every quarter and shall be re-opened 48 hours after the declaration of financial results.
- (iii) The trading window shall be, inter alia closed at the time of:
 - Declaration of financial results (quarterly, half-yearly and annually)
 - Declaration of dividends (interim and final)
 - change in capital structure
 - Any major expansion plans or execution of new projects i.e. Mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions
 - Disposal of whole or substantially whole of the undertaking
 - any other matter which is likely to be price sensitive
- (iv) As regards declaration of dividend and other matters referred above, the Managing Director shall, well before initiation of such activity/ project, form a core team of employees who would work on such assignment. The Managing Director shall also designate a senior employee who would be in-charge of the project. Any members of such team who are not covered by the scope of this Code of Conduct will separately execute an undertaking to not deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned, and the Trading Window would be regarded as closed for them. Such core team may share information related to the activity/project with any Designated Person only on a need to know basis for any advice or guidance required from such Designated Person, provided that such person is bound by confidentiality and undertake not to breach the Regulations.
- (v) All the Designated Persons and their immediate relative shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time to time.
- (vi) Designated Person and their immediate relatives shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent, and shall ensure that their Dependent shall also not engage in Dealing in Securities on their own account, if such Designated Person and their immediate relatives are in possession of any unpublished price sensitive information.
- (vii) In case of ESOPs, exercise of options is allowed in the period when the trading window is closed.
- (viii) It is the duty of the designated Person to inform the immediate relatives about the closure of trading window and ensure that they do not deal in the securities of the Company.
- (ix) 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. However in any event, it shall not be earlier than forty-eight hours after the information becomes generally available.

3.4 Pre-clearance of trades

- (i) Designated Persons or their immediate relatives who intend to deal in the securities of the Company when the trading window is opened, and if the value of the proposed trades is above Rupees One Crore (Rs. 1,00,00,000/-), should pre-clear the transaction. *{Pre-trading approval would not be necessary, only if the cumulative trading, whether in one transaction or a series of transactions in any quarter does not exceed Rs. 1 Crore (market value)}*. However, no designated person and their immediate relatives 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.
- (ii) An application for pre-clearance shall be made in the prescribed format attached as **Annexure I** to this Code to the Compliance Officer.
- (iii) An undertaking (**Annexure II**) shall be executed in favor of the company by Designated Persons or their immediate relatives and incorporating, inter alia, the following clauses, as may be applicable:
 - a. Designated Persons do not have any access or have not received “Price Sensitive Information” up to the time of signing the undertaking.
 - b. If Designated Person has access to or receives “Price Sensitive Information” after signing of the undertaking, but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of Alletec till the time such information becomes public.
 - c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by Alletec from time to time.
 - d. That he/she has made a full and true disclosure in the matter.
- (iv) The trades that have been pre-cleared shall be executed within 7 (Seven) Trading Days from the date of approval, failing which fresh pre-clearance would be needed for the trades to be executed.
- (v) Designated Persons or their Immediate Relatives who have obtained the pre-clearance are required to submit a report, in **Annexure III and Annexure IV**, of the transactions done (including a NIL report, if no transaction is done) within 2 (two) days from the expiry of the specified time-period to Compliance Officer.
- (vi) The Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Also trading window norms and restrictions on contra-trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- (vii) All Designated Persons and/or their Immediate Relatives who buy or sell Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy Securities during the six months period post the previous buy/sell.
- (viii) If an opposite transaction (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.

3.5 Trading Plan

- (i) An insider shall 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.
- (ii) Insider shall submit trading plan before six months from the commencement of trading.
- (iii) Insider shall not enter into the transaction between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by All e

- Technologies Ltd of the securities and the second trading day after the disclosure of such financial results.
- (iv) If another trading plan is already in existence no other plan shall not be accepted covering the same time period.
 - (v) Insider in his trading plan shall set out the number of Securities to be traded along with the nature of the trade and the time gap between the trade and dates on which such trade shall be affected.
 - (vi) Compliance officer shall review the trading plan, and approve and monitor the implementation of the plan.
 - (vii) 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.
 - (viii) The Insider shall not execute the aforesaid trading plan 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 Insider shall execute trading plan when such information shall become public.
 - (ix) After approval the trading plan Compliance Officer shall inform the NSE about the approved trading plan and the same will be broadcast on Company's website.
 - (x) Insider shall submit trading plan along with the declaration and application

3.6 Reporting requirements for transactions in securities

Initial Disclosures

- (i) Every person on appointment as key managerial personnel or a director of All e Technologies Limited or upon becoming a member of promoter group shall disclose his holding of securities of All e Technologies Limited as on the date of appointment or becoming a member of promoter group, to All e Technologies Limited within seven days of such appointment to Compliance Officer in Form-A which is attached as **Annexure V** to this Code.

Continual Disclosures.

- (i) Designated person or their immediate relative shall disclose to All e Technologies Limited the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of One Crore Rupees or such other value as may be specified in Form-B which is attached as **Annexure IV** to this Code.
- (ii) Compliance Officer of All e Technologies Limited 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.

Disclosures by other connected persons.

- (i) The Company, at its discretion shall require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in Form-C which is attached as **Annexure VI** to this Code at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

Compliance Officer shall maintain records of all the declarations in the appropriate form given by the, designated Person or by the immediate relative for a minimum period of three years.

3.7 Penalty for contravention of code of conduct

- (i) Insiders, designated Person and their immediate relatives, shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

- (ii) The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment.
- (iii) Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- (iv) In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary cooperation as may be required by the Company/Compliance Officer or SEBI in this connection.

(Annexure I)

PRE-CLEARANCE APPLICATION FORM**Date**

The Compliance Officer
All E Technologies Limited
UU-14, Vishakha Enclave, Pitampura Delhi-
110034, India

Sub: Application for Pre-Clearance Trade to be executed in securities of the Company

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct for Prevention of Insider Trading, (“Code”), I seek approval to purchase/sell/subscribe/dealing of securities of the Company as per details given below:

S. No.	Particulars	
1.	Name	
2.	Designation	
3.	PAN No.	
4.	Number of securities held as on Date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	<input type="checkbox"/> Sell <input type="checkbox"/> Purchase <input type="checkbox"/> Subscribe <input type="checkbox"/> Others
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired	
9.	Current market price (as on the date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	

I enclose herewith the form of undertaking signed by me.

Thanking You,
 Yours faithfully

Signature
Name

Designation

Date
Place

(Annexure II)

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date

**The Compliance Officer
All E Technologies Limited
UU-14, Vishakha Enclave, Pitampura Delhi-
110034, India**

I, _____, _____ of the Company residing at _____, am desirous of trading/dealing in securities of the All E Technologies Limited ("Company") as mentioned in my application dated _____ for pre-clearance of the Trade.

I further declare and undertake that:

- a) I am not in possession of or otherwise privy to any unpublished Price Sensitive Information, as defined in the Company's Code up to the time of signing this Undertaking.
- b) In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company either personally or through my immediate relative until such information becomes public.
- c) I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
- d) I shall hold my investments in Securities for a minimum period of six months from the date of acquisition
- e) I shall submit the necessary report within two working days of execution of the transaction in case transaction is executed and Nil report within two working days from the date of expiry of seven days from the date of pre-clearance approval in case the transaction is not undertaken.
- f) I shall execute the transaction stated in the application within 7 trading days from the date of approval of pre-clearance, and if the same is not executed within in stipulated period, I shall seek fresh pre-clearance of the transaction.
- g) I aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze, suspension etc. under the Code, in case the above declarations are found to be misleading or incorrect at any time.
- h) I have made full and true disclosure in the matter.

Thanking You,
Yours faithfully

**Signature
Name**

Designation

**Date
Place**

(Annexure-III)

Disclosure of Transaction
(To be submitted within 2 days of transaction/trading in securities of the Company)

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The Compliance Officer
 All E Technologies Limited
 UU-14, Vishakha Enclave, Pitampura Delhi-
 110034, India

Ref: Submission of disclosure under regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir,

I _____, _____ of the Company hereby inform you that I

- have not dealt in any Securities of the company.
- Have purchased the Equity Shares of the Company as per the following details

Name of holder	No. of securities dealt with	Purchase/sold/Subscribed	DP ID/Client ID /Folio No	Price (Rs.)	Date	PAN

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:

- (i) Broker's contract notes.
- (ii) Proof of payment to/from brokers.
- (iii) Extract of bank passbook/statement
- (iv) Any other documents in connection with the transaction.

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

I agree not to execute a contra trade within a period of 6 months from the date of trade.

Signature
Position
Address