



RADIAANT UNIFY LIMITED

Code of Conduct for Prevention of Insider Trading

(Adopted by the Board of Directors on 31st August 2026)

CIN: U74900MH1991PLC060100

**Registered Address: 902, 9th FLOOR, RISHABRAJ CHAMBERS, ROAD No-10, Daulat Nagar
(Mumbai) Borivali East Mumbai – 400066 Maharashtra**

1. Introduction

Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (hereinafter referred to as “**PIT Regulations**”) requires *inter alia* every listed company and board of directors or heads of every intermediary shall ensure that the CEO or MD to formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations and enforce a code of internal procedures and conduct based on the Model Code in accordance with the Regulations. Further, Regulation 7 of the PIT Regulations requires every promoter, member of the promoter group, key managerial personnel, directors and connected person of listed companies to disclose their shareholdings and changes to such shareholding to the respective companies.

In compliance with the above requirements, **RADIAANT UNIFY LIMITED** (hereinafter referred to as “**the Company**”) has introduced a code for Prohibition of Insider Trading (hereinafter referred to as the “**Code**”).

2. Objective

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.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 Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating/ counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence. To achieve these objectives, the Company hereby notifies that this Code is to be followed by all Designated Persons.

3. Definition of terms

3.1 ‘Act’ means the Securities and Exchange Board of India Act, 1992 as amended from time to time.

3.2 ‘Code’ means this Code of Conduct to regulate, monitor and report trading by Insiders in securities of the Company as amended from time to time.

3.3 ‘Compliance Officer’ means the Company Secretary of the Company. If there is no Company Secretary, any other senior level employee who shall report directly to the Managing Director and appointed by the Company as compliance officer.

3.4 ‘Connected Person’ means the persons so defined under Regulation 2(d) of the PIT Regulations, to the extent applicable to the Company.

3.5 ‘Designated Persons’ shall include person identified by the Board of Directors in consultation with the Compliance Officer based on his/her role and function in the organisation and the access to UPSI and shall also include:

- (i) The Promoters of the Company;
- (ii) Members of the Board of Directors of the Company;
- (iii) Key Managerial Personnel of the Company;
- (iv) Auditors of the Company;



- (v) All employees, support staff of the Accounts, Finance, Legal, Internal audit, Information technology and Secretarial Department of the Company at the Registered and Corporate Office;
- (vi) Key Managerial Personnel of the material subsidiary of the Company; if any.
- (vii) Secretaries/Executive Assistants reporting to the Directors and the Key Managerial Personnel;
- (viii) All Departmental Heads of the Company;
- (ix) Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to UPSI(s) relating to the Company, to be decided by the Chairman/Managing Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis;
- (x) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI in the organisation by their Board of Directors;
- (xi) Employees up to two levels below the Board of Directors of the Company irrespective of their functional role in the company or ability to have access to UPSI;
- (xii) Any support staff of the Company, such as IT staff or secretarial staff Legal Staff, Finance Staff, Strategy Staff who have access to UPSI; and
- (xiii) Such other persons as may be identified by the Compliance Officer

For the purpose of this Code, the aforesaid persons are individually or collectively referred to as “**Designated Persons**”.

3.6 ‘Generally Available Information’ means information that is accessible to the public on a non-discriminatory basis.

3.7 ‘Immediate Relative’ means the 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.

For the purpose of this Code, the declaration given by a Designated Person of an Immediate Relative who is either dependent financially on the person or who consults such person in taking decisions relating to trading in securities will be considered.

3.8 ‘Insider’ means any person who is

- i) In receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations
- ii) a Connected Person;

3.9 ‘Pre-Clearance of Trade’ means prior approval for trading/ dealing in the securities of the Company.

3.10 ‘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;

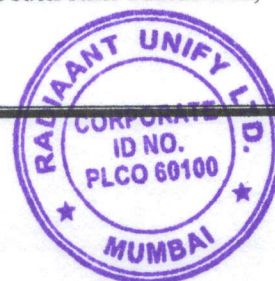
3.11 ‘Securities’ shall have the meaning assigned to it under the Securities Contracts Regulation Act, 1956 or any modification thereof except units of a mutual fund.

3.12 ‘Trading’ means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities and ‘trade’ shall be construed accordingly.

3.13 ‘Trading Day’ means a day on which recognized stock exchanges are open for trading.

3.14 ‘Unpublished Price Sensitive Information/ 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 of the Company and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Periodical financial results of the Company;
- (ii) Dividends (both interim and final);
- (iii) Change in capital structure;
- (iv) mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel; and



3.15 'Trading Window' refers to the period during which the Company's securities can be traded by the Designated Person as provided in this Code.

3.16 'PIT Regulations' means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Words and expressions used and not defined in this Code but defined in SEBI Act, 1992, the SCRA Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and Rules and Regulations thereunder shall have the meanings respectively assigned to them in those legislations.

4. Applicability

This Code shall apply to Insiders and their Immediate Relatives who are privy to UPSI, specified by the Company from time to time keeping in view the objectives of the Code.

5. Compliance Officer of the Company

5.1. Compliance Officer

5.1.1 The Board of Directors of the Company has appointed the Company Secretary of the Company as the Compliance Officer for the purposes of this Code.

5.1.2 The Compliance Officer shall be responsible for setting forth policies and procedures, He/ she shall also responsible for implementing and monitoring of compliance of policies, procedures, maintenance of records, approving pre-clearance of Trading for all Designated Persons and their Immediate Relatives, opening/ closure of the Trading Window, approving of trading plan(s), intimating the trading plans to stock exchanges, monitoring of trades and the implementation of the Code and Regulations under the overall supervision of the Board.

5.1.3 In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered to approve / seek informations / declarations / granting relaxations in terms of the Regulations and shall have access to all information and documents relating to the Securities of the Company, Designated Persons and UPSI of the Company.

5.2 Duties of the Compliance Officer

The Compliance Officer shall be responsible for:

- (a) reporting on Insider Trading and all details of the Trading in the Company's Securities by Designated Persons to the Board of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board on quarterly basis or at such frequency as may be stipulated by the Board.
- (b) maintain a record of all Designated Persons, their shareholding and disclosure made in pursuant this Code for a minimum period of five years.
- (c) assessment and grant of approvals to the trading plans as formulated by any Designated Person and/ or Insider for Trading either in his/ her own name or in the name of his/ her Immediate Relative and monitoring of such Trading. He/ she 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.
- (d) notification of approved trading plans to the concerned stock exchanges on which the Securities of the Company are listed;
- (e) assessing whether the Trading Window should be closed when a Designated Person or a class of Designated Persons are reasonably expected to be in possession of UPSI;
- (f) determination of the time for re-opening of Trading Window after analyzing various factors including the fact as to whether the UPSI has become Generally Available Information at least forty-eight hours prior to such reopening;
- (g) approving and seeking declarations/ undertaking to the effect that the applicant, for pre-clearance for Trading, is not in possession of any UPSI and also assessing whether such declaration / undertaking is factually accurate;
- (h) confidentially maintaining a list of such Securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades;
- (i) ensure prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- (j) maintain a record of the Designated Employees and any changes made therein;
- (k) making necessary disclosures with the stock exchanges and other relevant statutory authorities in



- compliance with this Code and Regulations;
- (l) assisting all Designated Persons in addressing any clarifications regarding this Code and Regulations;
 - (m) Such other roles and functions as may be applicable under the Regulations.

6. Prohibition on Dealing, Communicating or Counseling on Matters relating to Insider Trading.

No insider shall: -

- (i) either on his own behalf, or on behalf of any other person, deal in securities of the Company when in the possession of any unpublished price sensitive information;
- (ii) communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7. Preservation and Restrictions on Communication of UPSI and Trading by Insiders

7.1 Preservation and Communication of 'Unpublished Price Sensitive Information'

- a) All information shall be handled within the organisation on a 'need-to know' basis. No Insider shall communicate, provide, or allow access to any UPSI, directly or indirectly, relating to the Company or Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b) No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c) Notwithstanding anything contained in these provisions, UPSI may be communicated, provided, allowed access to or procured, in terms of the provisions of regulation 3(3) and 3(4) of the Insider Trading Regulations.

7.2 Trading when in possession of UPSI

- (a) No Insider shall either on his own behalf or on behalf of any other person, trade in Securities of the Company which are listed or proposed to be listed, when in the possession of UPSI, except in terms of the provisions contained in regulation 4 of the Insider Trading Regulations, which includes Trades which were in pursuance to a trading plan detailed in Clause 8 of this Code.
- (b) The onus of establishing that a Designated Person was not in possession UPSI shall be on such Designated Person.

7.3 Need to know

Unpublished Price Sensitive Information is to be handled on a 'need to know' basis i.e., 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 information. 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, or in any other manner which is contrary to Regulation 3 of the Regulations. It is clarified that the term 'legitimate purpose', shall have the same meaning as provided under the Company's policy on '**Code of Fair Practices & Disclosure**'.

While communicating or allowing access to the Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and the Code.



7.4. Limited access to Unpublished Price Sensitive Information

Files containing Unpublished Price Sensitive Information shall be kept secure. Computer files must have adequate security of login and password. Without prejudice to the above, Designated Persons shall follow such guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time after consultations with the person in charge of the IT teams.

7.5. Restrictions on Designated Persons and their Immediate Relatives

No Designated Person, their Immediate Relatives shall –

- i. Communicate, provide, or allow access to any Unpublished Price Sensitive Information;
- ii. Procure from or cause the communication by any other person of Unpublished Price Sensitive Information;
- iii. either on his own behalf, or on behalf of any other person, Trade when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan. Such prohibition shall include Trades undertaken through portfolio management schemes, whether discretionary or non-discretionary;
- iv. advise any person to Trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt, it is clarified that "advice" shall mean to include recommendations, communications or counselling.

Explanation 1: It is clarified that when any of the abovementioned persons trades in securities of the Company while in possession of unpublished price sensitive information, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his / her possession.

Explanation 2: It is further clarified that such communication, procurement or allowing access can be made in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as referred under Clause 5.2 of this Code.

Provided that for the purposes of the Code, Trading and advising any person to Trade by an Immediate Relative of a Designated Person shall be deemed to have been done by the concerned Designated Person and such Designated Person shall be liable to comply with all the provisions of the Code as may be applicable to such trading and advice. The Designated Person shall ensure that the Immediate Relative complies with all the provisions of this Code. Nothing contained herein shall preclude the Immediate Relative to Trade in the Securities of the Company in the ordinary course of business without being in possession of Unpublished Price Sensitive Information.

Each Designated Person and their Immediate Relatives shall ensure that their respective wealth managers, portfolio managers or similar persons do not Trade in the Securities of the Company on behalf of any Designated Person, unless such Designated Person is permitted to Trade in the Securities of the Company in accordance with this Code.

7.6. Declaration required from all Designated Persons

Any other person, upon being designated by the Compliance Officer as a Designated Person or joining the company as a Designated Person shall within 7 (seven) calendar days declare to the Compliance Officer, his/her shareholding in the Company and the shareholding of his/her Immediate Relatives in the Company in the format prescribed in FORM B.

7.7. Restrictions on opposite transactions and short selling

Contra Trade

a. All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e., sell or buy any number of Securities during the next 6 (six) months following the prior transaction ("Contra Trade"). All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time.

b. If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception to Clause a above, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.



c. In the event that a Contra Trade has been executed without prior approval of the Compliance Officer 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.

It is clarified that the above restrictions on undertaking Contra Trade shall not be applicable for trades executed pursuant to exercise of employee stock options and on participation in buy-back offers, open offers, rights issue, further public offers, bonus issues and exit offers.

Short Selling

No Designated Person shall directly or indirectly sell any Security if such person (i) does not own the Security sold; or (ii) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle ("short sale").

8. Trading Plan

8.1. All Designated Persons and their Immediate Relatives shall be entitled to formulate a trading plan in accordance with Clause 8.2 ("Trading Plan"). The Trading Plan so formulated shall be presented to the Compliance Officer and for public disclosure and such Designated Person(s) or their Immediate Relative(s) may Trade only in accordance with their Trading Plan.

8.2. The Trading Plan shall;

8.2.1. not entail commencement of trading on behalf of the Designated Person or their Immediate Relatives earlier than 120 calendar days from the public disclosure of the Trading Plan;

8.2.2. not entail overlap of any period for which another trading plan is already in existence;

8.2.3. set set out following parameters for each trade to be executed:

(i) either the value of trade to be effected 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 upto twenty per cent higher than such closing price;

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

8.2.4. not entail trading in securities for market abuse.

8.3. The Compliance Officer shall review the Trading Plan to assess whether such plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan

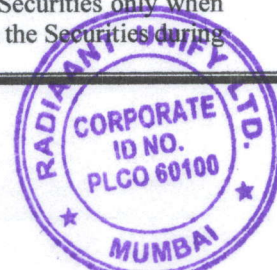
8.4. The Trading Plan once approved shall be irrevocable and the Designated Person or his Immediate Relative who has formulated the said Trading Plan, shall mandatorily have to implement the Trading Plan and shall not be entitled to deviate from it or to execute any trade outside the scope of the Trading Plan.

Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person or his Immediate Relative at the time of formulation of the plan has not become Generally Available Information 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 so as to avoid a violation of the Regulations.

9. Trading Window

9.1. The Company shall specify a trading period for trading in the Securities ("Trading Window") as a mechanism for monitoring trading by the Designated Persons.

9.2. All Designated Persons or their Immediate Relatives shall conduct all their trading in the Securities only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities during



the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.

9.3. Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed for all Designated Persons and their Immediate Relatives during the following periods:

9.3.1. The Trading Window shall remain closed from the end of every quarter till 48 hours after the declaration of financial results.; and

9.3.2. The Trading Window shall also be closed whenever the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to be in possession of UPSI relating to the Company or its Securities. Such closure shall remain in force until 48 (forty-eight) hours after the relevant Unpublished Price Sensitive Information becomes Generally Available Information.

Without limiting the generality of the above, such events may include, inter alia:

(a) mergers, demergers, amalgamations, acquisitions, takeovers, buy-back of securities, disposal of the whole or substantially the whole of the undertaking, issue of securities by way of public issue, rights issue, bonus issue, preferential issue or any other capital restructuring;

(b) major expansion plans, execution of new projects or material changes in the operations or business of the Company;

(c) changes in Key Managerial Personnel or any other event which may constitute Unpublished Price Sensitive Information under the PIT Regulations; and

(d) any other event or information which, in the opinion of the Compliance Officer, constitutes Unpublished Price Sensitive Information.

9.4. In addition to the above, the Compliance Officer may, after consultation with the Managing Director/Chief Executive Officer or any two Directors, as considered appropriate, declare the Trading Window closed for such Designated Persons or class of Designated Persons and for such period as may be considered necessary to ensure compliance with the PIT Regulations.

9.5. The Trading Window shall be reopened by the Compliance Officer after taking into account all relevant factors, including whether the relevant Unpublished Price Sensitive Information has become Generally Available Information and is capable of being assimilated by the market. In any event, the Trading Window shall not be reopened earlier than 48 (forty-eight) hours after such information becomes Generally Available Information.

9.6. Notwithstanding that the Trading Window is open, no Designated Person or his/her Immediate Relative shall trade in the Securities of the Company while in possession of Unpublished Price Sensitive Information. Trading shall also be subject to the pre-clearance requirements contained in this Code, wherever applicable.

9.7. The restrictions on trading during the Trading Window shall not apply to the following transactions, subject to compliance with the PIT Regulations and other applicable laws:

(a) off-market inter-se transfers between insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of the PIT Regulations and both parties had made a conscious and informed trade decision;

(b) transactions carried out through the block deal window mechanism between persons who were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision;

Provided that the transactions referred to in clauses (a) and (b) above shall not pertain to Unpublished Price Sensitive Information obtained in a manner prohibited under Regulation 3(3) of the PIT Regulations;

(c) transactions carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

(d) transactions undertaken pursuant to the exercise of stock options where the exercise price was pre-determined in accordance with applicable laws;

(e) trades executed pursuant to a Trading Plan approved in accordance with **Clause 8** of this Code;

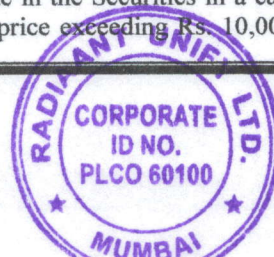
(f) pledge of shares for a bona fide purpose, including raising of funds, subject to pre-clearance by the Compliance Officer, wherever applicable, and compliance with the PIT Regulations; and

(g) transactions undertaken in accordance with the applicable SEBI Regulations, including acquisition by conversion of warrants or debentures, subscribing to rights issues, further public issues, preferential allotments, tendering of shares in buy-back offers, open offers, delisting offers or such other transactions or mechanisms as may be specified by SEBI from time to time.

10. Pre-clearance of transactions in Securities

10.1. Applicability

10.1.1. All Designated Persons who (or whose Immediate Relatives) intends to Trade in the Securities in a calendar quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 10,00,000/-



(Rupees Ten Lakhs Only) or such other threshold as may be prescribed by the Board of Directors from time to time, for the Securities should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the trading window is open.

10.1.2. Any Designated Person or his/her Immediate Relatives who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code.

Explanation: It is clarified that pre-clearance is not required for (1) trades executed in accordance with a Trading Plan which is approved under Clause 8 of this Code; (2) exercise of employee stock options where the exercise price has been pre-determined in accordance with the applicable laws..

10.2. Procedure for the purpose of obtaining a prior approval to a transaction

The Designated Person should make an application (for his/her trading or the trading of his/her immediate relative), in the prescribed form to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to time, in the prescribed form.

10.3. Grant of Pre - Clearance

10.3.1. The Compliance Officer shall consider the application made as above and shall approve it unless he/she is of the opinion that the grant of such approval would result in a breach of the provisions of the Code, or the Regulations or the Act or any other law in force at that time.

10.3.2. The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person or his Immediate Relative applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.

10.3.3. Every approval letter shall be in such format as may be prescribed by the Company from time to time.

10.3.4. The Compliance Officer shall convey his decision to the Designated Person or his Immediate Relative, as the case may be, within 2 (two) Trading Days of receipt of the application. If the Compliance Officer does not respond within 2 (two) Trading Days, it shall be deemed to be a rejection of the application.

10.3.5. Every approval shall be dated and shall be valid for a period of 7 (seven) calendar days or such lesser period as prescribed in the approval.

10.3.6. Any trade proposed by the Compliance Officer shall require prior approval of the Managing Director/Chief Executive Officer or such other person as may be authorised by the Board.

10.3.7. If a Designated Person or his/her Immediate Relative comes into possession of Unpublished Price Sensitive Information after obtaining pre-clearance but before execution of the trade, such person shall refrain from executing the trade until such information becomes Generally Available Information and a fresh pre-clearance, wherever applicable, is obtained.

10.4. Execution of approved transaction

10.4.1. Every pre-cleared trade shall be executed within the validity period specified in Clause 10.3.5.

10.4.2. Details of every executed trade shall be submitted to the Compliance Officer within two (2) Trading Days of execution in such form as may be prescribed by the Company.

10.4.3. Where a pre-cleared trade is not executed within the validity period, a fresh pre-clearance shall be obtained before undertaking such trade.

10.4.4. Disclosure to the Company and stock exchanges

(a) Every Designated Person shall disclose to the Company, in the prescribed form, every transaction in the Securities of the Company undertaken by such Designated Person, his/her Immediate Relative or any other person for whom such Designated Person takes trading decisions, if the value of the trades, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of **Rs. 10,00,000/- (Rupees Ten Lakhs only)** or such other threshold as may be specified under the PIT Regulations, within **two (2) Trading Days** of such transaction.

(b) The responsibility to make disclosures in respect of trades undertaken by the Immediate Relatives of a Designated Person or by any other person for whom such Designated Person takes trading decisions shall rest with the concerned Designated Person.

(c) Off-market inter-se transfers referred to in **Clause 9.8(a)** of this Code shall be reported to the Company within **two (2) Working Days** in accordance with the applicable provisions of the PIT Regulations.

(d) Upon receipt of the disclosure under this Clause, the Company shall notify the Stock Exchange(s) where its Securities



are listed of such disclosures within **two (2) Trading Days**, in accordance with **Regulation 7 of the SEBI (Prohibition of Insider Trading) Regulations, 2015**, as amended from time to time.

10.5. Advice regarding Pre-Clearance

In case of any doubt regarding the applicability of the pre-clearance requirements under this Code, every Designated Person and his/her Immediate Relative shall consult the Compliance Officer before undertaking any trade in the Securities of the Company.

10.6. Reporting and Disclosure

10.6.1. The Compliance Officer shall place before the Board and the chairman of the Audit Committee, on a quarterly basis, a statement containing details of all pre-clearance applications received, approvals granted or rejected, and trades executed by the Designated Persons and their Immediate Relatives pursuant to such approvals, together with such declarations, undertakings and other documents as may have been submitted under this Code.

10.6.2. The Company shall be entitled to disclose to all the stock exchanges where its Securities are listed, the information provided by Designated Persons or their Immediate Relatives to the Compliance Officer in accordance with the Code.

11. Penalty for Contravention

11.1. Every Designated Person is individually responsible for complying with the applicable provisions of the Code (including to the extent the provisions hereof are applicable to the Immediate Relatives of the Designated Persons).

11.2. Any person who violates this Code shall be deemed to be in violation of the Company's Code of Conduct, Integrity Policy, the penalty for which shall be decided as per the discretion of the Compliance Officer after discussion with the Audit Committee, where necessary and whether the violation was intentional or unintentional.

11.3. For a transaction involving the Chairman of the Company, the Chairman of the Audit Committee shall decide the penalty and whether the violation was intentional or unintentional.

11.4. Besides the above stated penalties, sanctions such as, wage freeze, suspension, recovery, and claw back may also be imposed on the Designated Person who has violated any of the provisions of this Code or the Regulations.

11.5. Where necessary, the Company shall inform SEBI and any other applicable regulatory authority for any instances of violation of this Code or the Regulations which comes to the Company's knowledge. In addition to the action taken by the Company, the Designated Person or his/her Immediate Relatives who has violated the provisions of this Code shall provide any information required by and comply with any order passed by SEBI or other regulatory authorities under any other applicable laws/rules/regulations.

11.6. The disciplinary action taken by the Company under this Code shall be without prejudice to any action, penalty or directions that may be initiated or imposed by SEBI or any other statutory or regulatory authority under the SEBI Act, 1992, the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law, as amended from time to time.

12. Interpretation or clarification

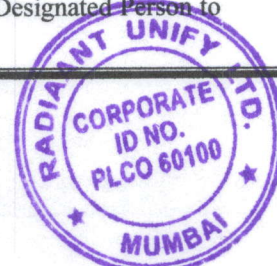
In case any difficulty or doubt arises in the interpretation of the Code, the matter shall be referred to any two Directors and their decision shall be final and binding. If the issue involves any act or matter involving the Chairman, the Chairman of the Audit Committee shall decide upon such issue.

13. Enquiries

For any questions regarding whether they possess or have access to Unpublished Price Sensitive Information, Designated Persons or their Immediate Relatives may contact the Compliance Officer.

14. Disclaimer

The Code is the internal policy of the Company to regulate Designated Persons and their Immediate Relatives who may be considered by the Company to be in possession of Unpublished Price Sensitive Information for the purposes of the Regulations, from Communicating and Trading. It is however the responsibility of each Designated Person to



ensure compliance with the provisions of the Regulations and other related laws and also on behalf of its Immediate Relatives. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or their Immediate Relatives, of the Regulations or other related laws.

15. Provision of Unpublished Price Sensitive Information

Nothing herein contained shall be considered as obligating the Company in any way to furnish to any Designated Persons or their Immediate Relatives with any Unpublished Price Sensitive Information.

16. Disclosure by Designated Persons

16.1. Initial disclosure

Designated Persons are required to disclose the following information on a one-time basis:

- (a) The names of the educational institution from which such Designated Person has graduated;
- (b) Name of the past employers of such Designated Person.

16.2. Continual disclosure

(i) All Designated Persons shall disclose the name, Permanent Account Number and mobile number used by the following persons:

- a. their Immediate relatives;
- b. Persons with whom such Designated Person(s) share a material financial relationship, where 'material financial relationship' refers to 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.

Explanation: It is clarified that the abovementioned information must be shared on an annual basis and also as and when the said information changes. (ii) All Designated Persons and their Immediate Relatives shall disclose the number of securities acquired or disposed of within 2 (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 Rs. 10,00,000/- (Rupees Ten Lakhs).

17. Intimation to SEBI

In case the Compliance Officer and/ or the Company observe that there has been a violation of the Regulations, the Company shall inform SEBI of such violations for appropriate action. SEBI can initiate necessary proceedings for violation of any of these Regulations.

18. Clarifications / Enquiries

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

19. Communication

This Code will be uploaded in the Intranet of the Company. The Code for fair disclosure of Unpublished Price Sensitive Information will be uploaded on the website of the Company. The Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the PIT Regulations shall vest with each Designated Person including any violation by their immediate relatives.

20. Amendment of the Code

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

For RADIAANT UNIFY LTD.


Director

Form No. 1

Application for Pre-clearance of Trade
(For Designated persons and their dependents) *

To,
The Compliance Officer,
RADIAANT UNIFY LIMITED
Address: [*]

Through Division/ Department Head/ Whole-Time Director

1. Name of the applicant:
2. Designation/ Nature of Relation with [●]:
3. Employee Pay Roll No.* (if applicable):
4. Nature of securities held: *Equity shares/ Debentures/ Other Securities
5. Number of securities in the Company held as on date:
6. Nature of proposed dealing for which approval is sought: Purchase / Sale of securities
7. Estimated number of securities proposed to be acquired/ subscribed /sold:
8. Other Details

Name of Depository Participant:
DP ID No.:
Client ID No.* / Folio No.*:
*Strike whichever is not applicable

Undertaking to be submitted along with the Application for Pre-clearance

In relation to the above dealing, I undertake that:

(a) I have no access to nor do I have any information that could be construed as “*Unpublished Price Sensitive Information*” as defined in the Code until 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 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 have made full and true disclosure in the matter;

(e) I hereby declare that I shall execute my order in respect of securities of the Company within seven trading days from the date that approval of pre-clearance is given. If the order is not executed within seven trading days from the date of approval, I undertake to obtain pre-clearance for the transaction again.

Place: Signature:
Date: Name:



PRE-CLEARANCE ORDER

With reference to your application dated _____, we inform you that your request for dealing in _____ (nos.) or _____ worth shares of the Company is approved. Please note that the said transaction must be completed on or before _____ (date) that is within seven trading day from today.

Date:

For [*]

Compliance Officer



Form No. 2
CONFIRMATION OF DEAL

To,
The Compliance Officer,
RADIAANT UNIFY LIMITED
Address: [*]

I confirm that the share dealing for which approval was granted on _____ was completed on _____ for purchasing/ selling _____ (nos.) shares of the Company.

Employee Name: _____

Designation: _____

Pay Roll No.: _____

(Signature) of the Employee

Date: _____



APPROVAL GRANTED SUBJECT TO

FOR

Compliance Officer

DATE

PLCO 60100