

**Diensten Tech Limited
(Formerly known as JKT Consulting Limited)**

CODE OF CONDUCT

TO

**REGULATE, MONITOR AND REPORT TRADING BY INSIDERS
(Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015)**

*(Approved by Board of Directors in their meeting held on 19th
October, 2022)*

Prepared by Corporate Secretarial	Reviewed by Corporate Secretarial & Finance	Approved by Board of Directors
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INTRODUCTION

On January 15, 2015, the Securities and Exchange Board of India (SEBI) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from May 15, 2015, i.e. 120th day from the notification of the Regulations, replacing the SEBI (Prohibition of Insider Trading) Regulations, 1992 which was further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. Further, within a very short span, SEBI on January 21, 2019, has introduced another amendment by notifying the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019 (here-in-after called as "regulations").

Regulation 9(1) of the Regulations casts a duty upon the Board of Directors of every listed company to formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in the Schedule B to the Regulations.

Accordingly the Company has framed a Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015 to Regulate, Monitor and Report Trading by Insiders, with effect from June 28, 2021 taking into consideration the provisions of the regulations.

OBJECTIVE OF THIS CODE

The objective of this Code is to regulate, monitor and report trading by Insiders towards achieving compliance with the regulations. The Board of Directors has also approved and adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) pursuant to the provisions of the which shall be effective from October 19, 2022 and the same is being published on the website of the Company i.e. <https://w2bdemo.com/DEMO/dienstentech/investor.html>

APPLICABILITY

This Code shall apply to all Insiders.

1. DEFINITIONS

- 1.1** "Act" means the Securities and Exchange Board of India Act, 1992(15 of 1992);
- 1.2** "Board" means the Board of Directors of the Company;
- 1.3** "Code" or "Code of Conduct" shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Insiders of Diensten Tech Limited as amended from time to time;
- 1.4** "Company" means Diensten Tech Limited;
- 1.5** "Compliance Officer" means Company Secretary unless any such other senior officer, designated by the board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall

be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company;

1.6 "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 UPSI 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 1.6 (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 board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g)** a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h)** an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i)** a banker of the Company; or
 - j)** a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest;

1.7 "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 agent;

1.8 Designated Person (s) means:

- (i)** The Promoters of the Company;

- (ii)** Employees designated on the basis of their functional role or access to UPSI in the organization by their board of directors;
- (iii)** Managing Director and employees upto two levels below Managing Director of the company and its material subsidiaries irrespective of their functional role in the company or ability to have access to UPSI ;
- (iv)** All employees and support staff of the company who are working in Finance Department, Accounts Department, Information Technology Department, Taxation Department, Secretarial Department.”
- (v)** Any other person as may be determined by the Compliance officer, based on their functional role in the organization, for the purpose of monitoring adherence to the Code for preservation of UPSI;

1.9 “Director” means a member of the Board of Directors of the Company;

1.10 “Employee” means every employee of the Company including the Directors in the employment of the Company;

1.11 “Financially literate” means 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;

1.12 “Generally available Information” means information that is accessible to the public on a non-discriminatory basis;

1.13 “Immediate Relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

1.14 “Insider” means any person who is:

- (i)** a connected persons; or
- (ii)** a designated persons; or
- (iii)** in possession of or having access to UPSI; or
- (iv)** in receipt of UPSI pursuant to a legitimate purpose;

1.15 “Key Managerial Personnel” means person as defined in Section 2(51) of the Companies Act, 2013;

1.16 “Legitimate Purpose” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers,

suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

- 1.16** "Listing Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- 1.17** "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;
- 1.18** "Regulation" shall mean the SEBI (Prohibition of Insider Trading) Regulation, 2015 which was further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019 and any amendments thereto;
- 1.19** "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.20** "Stock Exchanges" means exchange where the company's shares are listed and traded.
- 1.21** "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.22** "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 1.23** "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- 1.24** "Unpublished Price Sensitive Information" or "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, delisting, disposals and expansion of business and such other transactions;

(v) Changes in key managerial personnel

The above is only an illustrative list and there might be other instances in relation to which certain unpublished information, upon becoming public, might materially affect the price of securities of the Company.

1.25 "Whistle Blower" means an employee who reports instance of leak of UPSI under this Policy.

All Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies(Regulation) Act, 1956 (42 of 1956) 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

2.1 The Company Secretary shall be Compliance Officer for the purpose of this Code.

2.2 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.

2.3 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board every quarterly or at such frequency as may be stipulated by the Board of Directors.

2.4 In the absence of the Compliance Officer for any reason, any senior officer, reporting to the Board or the CMD, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, shall carry out the responsibilities of the Compliance Officer as required under this Code, and the Regulations.

2.5 The Compliance Officer shall assist all Designated Persons, in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct;

3. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

3.1 All information is to be handled on a "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty.

- 3.2.** No insider shall communicate, provide, or allow access to any UPSI, relating to a Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.3** Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- 3.4** No person shall procure from or cause the communication by any insider of UPSI, 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.
- 3.5** The board of directors shall make a policy for determination of "legitimate purposes" as a part of "Codes of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information" as formulated by the Company pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Board of Directors shall ensure that the Company shall comply with the Codes of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information.
- 3.6** Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the regulations.
- 3.7** Notwithstanding anything contained above, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
- (i)** entail an obligation to make an open offer under the takeover regulations where the Board of Directors is of informed opinion that sharing of such information is in the best interests of the Company;
 - (ii)** not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- 3.8** For purposes of sub-clause (3.5) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause (5) above, and

shall not otherwise trade in securities of the Company when in possession of UPSI.

3.9 Need to Know:

- (i)** "need to know" basis means that UPSI 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.
- (ii)** All non-public information directly received by any employee should immediately be reported to the head of the department.

4. TRADING PLAN

4.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

4.2 Trading Plan shall:

- (i)** Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii)** 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;
- (iii)** entail trading for a period of not less than twelve months;
- (iv)** Not entail overlap of any period for which another trading plan is already in existence;
- (v)** 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
- (vi)** Not entail trading in securities for market abuse.

4.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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

Provided further that trading window norms and restriction on contra trade shall not be applicable for trades carried out in accordance with an approval trading plan.

4.4 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

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

5. NOTIONAL TRADING WINDOW - TRADING PERIOD AND TRADING LIMIT

5.1 All designated persons shall not trade in securities when the (notional) trading window is closed. The trading window shall be closed when the Compliance Officer determines that these persons can reasonably be expected to have possession of UPSI.

5.3 Trading window shall open 48 hours after the UPSI is made generally available. When the Trading Window is open, there is no restriction for trading of securities if the value of securities traded, whether in 1 transaction or a series of transactions, in a financial year, aggregates to a traded value upto Rs. 5,00,000/- in value or 5,000 in no. of shares, whichever is lower.

5.4 Beyond these stipulated thresholds, trading by these persons shall be subject to pre-clearance by Compliance Officer, if the value of proposed trades is above the aforesaid thresholds.

5.5 However, no person shall be entitled to apply for pre-clearance of any proposed trade if such person is in possession of UPSI even if trading window is open.

6. PROCEDURE FOR PRE-CLEARANCE

6.1 All Designated Persons who intends to deal in the securities of company either in their own name or in the name of their immediate relative (if the market value of the securities involved in the deal, in aggregate, exceeds Rs. 5,00,000/- in value or 5,000 in no. of shares whichever is lower).

An Application may be made to the Compliance Officer or in case the applicant is Compliance Officer himself, to the Chairman in the prescribed format (refer **Annexure-1**).

6.2 An Undertaking (refer **Annexure-2**) shall be executed by these Person(s) stating that:

- (i) he/ she does not have access to or received UPSI upto the time of signing the undertaking.
- (ii) that in case he/ she has access to or receives UPSI after signing the undertaking but before execution of transaction, he/ she shall inform the Compliance Officer forthwith and refrain from trading in securities till the PSI becomes generally available.
- (iii) he/ she has not contravened the provisions of the Code on PIT.
- (iv) he/ she has made full disclosure in the matter.
- (v) No application for pre-clearance can be made during closure of trading window; neither any pre-cleared transaction can be carried out during closure of trading window.

6.3 The applicant shall execute the order within one week i.e. 7 days of the permission, else fresh clearance will be required.

7. RESTRICTION ON CONTRA-TRADE FOR 6 MONTHS

7.1 In all cases, these Persons who are permitted to trade in securities of the Company shall not execute a contra-trade i.e. he/ she shall not enter into an opposite transaction within 6 months following a prior transaction.

7.2 If in case a contra-trade be executed inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the IEPF administered by it.

7.3 In case of ESPS, allotment of shares by the Company, to the Eligible Employee upon Exercise of Shares granted, may be allowed during the period when the Trading Window is closed. Sale of shares allotted on exercise of Shares granted under ESPS shall not however be allowed when the Trading Window is closed.

7.4 The Compliance Officer of the Company shall disclose the information regarding the closure and open of Trading Window to the concerns from time to time.

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

8.1 Initial Disclosures of Shareholding to the Company

(i) Every Promoter, Member of Promoter Group, KMP and Director of the Company, shall, disclose his/ her holding of securities of the Company as on the date of these Regulations take effect to the Diensten Tech Limited i.e. as on October 19, 2022, to the Company (refer **Annexure-3**).

Timeline for disclosure – 30 days

(ii) Upon becoming a Promoter or Member of Promoter Group, KMP or Director of the Company, such person, shall, disclose his/her holding of securities of the

Company as on the date of becoming a promoter or appointment as a KMP or Director, to the Company. (refer **Annexure-4**).

Timeline for disclosure – 7 days

8.2 Continual Disclosures of Trading in Shares to the Company

- (i) Every Promoter, Member of Promoter Group, Designated Persons and Director of the Company, shall, disclose the no. of securities acquired or disposed, if the value of securities traded, whether in 1 transaction or a series of transactions, over any calendar quarter, aggregates to a traded value exceeding Rs. 10 lakhs. (refer **Annexure-5**).

Timeline for disclosure – 2 trading days

- (ii) Disclosure of incremental transactions further to the above, shall be made as and when the transaction is effected. (refer **Annexure-5**)

Timeline for disclosure – 2 trading days

8.3 Annual Disclosure of Shareholding

- (i) Every Promoter, Member of Promoter Group, Director, KMP and Designated Person of the Company, shall, disclose his/ her holding of securities of the Company as on date of every financial year ending 31st March, to the Company. (refer **Annexure-6**)

Timeline for disclosure – 30 days

For the purpose of all the above prescribed disclosures, whether initial, continual or annual, the disclosures of trading in securities shall also include trading in derivatives of securities (if any) and the traded value of the derivatives (if any) shall be taken into account accordingly.

9. NOTIFICATION OF CONTINUAL DISCLOSURES BY THE COMPANY TO STOCK EXCHANGES

The Company shall notify the Stock Exchanges on receipt of continual disclosure (as above) or becoming aware of such information.

Timeline for disclosure – 2 trading days

10. Institutional Mechanism for prevention of Insider Trading

- 10.1** The Chief Executive Officer, if any, Managing Director or such other analogous person of a listed company, intermediary or fiduciary shall put in place

adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

10.2 The internal controls shall include the following:

- a) all employees who have access to UPSI are identified as designated persons;
- b) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- c) adequate restrictions shall be placed on communication or procurement of UPSI as required by these regulations;
- d) lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) all other relevant requirements specified under these regulations shall be complied with;
- f) Periodic process review to evaluate effectiveness of such internal controls.

10.3 The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

10.4 The board of directors shall ensure compliance with regulation 9 and sub-regulations (1) and (2) of the regulations.

11. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UPSI;

11.1 All UPSI shall be handled on a need to know basis only. It should be disclosed only to those within the Company who need the information to discharge their duty.

11.2 In case any UPSI is leaked or is suspected to be leaked by any insider, then it is dealt as follows:

- The whistle blower may report leak of UPSI to the board
- On the basis of reporting the board shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- The board as soon as ascertaining the genuineness of the reporting about the leak of UPSI shall conduct inquiry.
- If it is established that the allegation was made with mala-fide attentions or was not genuine, the Board shall take necessary penal action as deems fit.

12. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

12.1 The designated persons and insiders shall be individually responsible for complying with the provisions of this Code.

12.2 Any designated persons, who violates the Code, shall, in addition to any other penal action that may be taken against him under any law, also be subject to disciplinary action, including wage freeze, suspension, ineligibility for future participation in employee stock option plans etc.

12.3 Any designated persons, if trades in securities or communicates any information for trading in securities, in contravention of this Code, in that case they may be penalized and appropriate action may be taken by the Company.

12.4 The action by the Company shall not preclude SEBI from taking any action in case of violation the Regulations;

13 AMENDMENTS/REVISIONS

The Board shall have the power to amend/replace the code as and when applicable and revised from regulators.

The Company Secretary & Compliance Officer is being authorized to make necessary changes in the disclosure required format & other information to make a fair and transparent disclosure in aforesaid Code of Conduct.

14. DISCLAIMER

This policy is only internal code of conduct and one of the measures to avoid insider trading. Every insider is required to familiarize himself with the SEBI regulation as it will be the responsibility of each insider to ensure compliance of this code, SEBI regulation and other related statutes fully.

15. SEBI REGULATIONS/STATUTORY PROVISIONS TO PREVAIL

In case the SEBI regulations or any statutory provisions are more stringent than those contained in the code, the SEBI regulations / statutory provisions will prevail.

ANNEXURE-1

APPLICATION FOR PRE-CLEARANCE OF TRADES

To,
The Compliance Officer,
Diensten Tech Limited,
ISIN: INE0JRD01019

Date:

Dear Sir/Madam,

Sub : Application for Pre –Dealing approval in Securities of the company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase/sale/subscription of securities of the company as per details 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 to securities c) Sale of Securities
6.	Proposed date of dealing in securities	:	
7.	Estimated number of securities proposed to be acquired/subscribed/ sold	:	
8.	Price at which the transaction is proposed	:	
9.	Current market price (as on date of application)	:	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	:	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	:	

I enclose herewith the form of Undertaking signed by me.

(.....)
Signature

Footnotes:

1. No application for pre-clearance can be made during closure of trading window; neither any pre-cleared transaction can be carried out during closure of trading window.
2. Pre-clearance required whenever any designated persons, intend dealing in its securities aggregates to a traded value exceeds Rs. 5,00,000/- in value or 5,000 in no. of shares whichever is lower.
3. Pre-cleared order must necessarily be executed within 7 days of approval.
4. A statement of holdings to be furnished in **Annexure 5** after dealing in pre-cleared transaction.

UNDERTAKING TO BE EXECUTED AT THE TIME OF APPLYING FOR PRE-CLEARANCE

**To,
The Compliance Officer,
Diensten Tech Limited,
ISIN: INE0JRD01019**

Date:

Dear Sir/Madam,

I, _____, S/o., _____
R/o. _____, hereby declare that I
am a Promoter / Director / KMP / Designated Persons (state designation) of the
Company. I 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 UPSI {as
defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading
by Insiders (the Code)} up to the time of signing 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 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.

I declare that I have not contravened the provisions of the Company's Code of
Conduct to Regulate, Monitor and Report Trading by Insiders as notified by the
Company from time to time.

I undertake to submit the necessary report within (4) four days 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) seven days of the receipt of
approval failing which I shall seek pre-clearance.

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

(.....)
Signature

* Indicate number of shares

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
[Regulation 7 (1) (a) read with Regulation, 6(2)]**

INITIAL DISCLOSURE TO THE COMPANY

**To,
The Compliance Officer,
Diensten Tech Limited,
ISIN: INE0JRD01019**

Date:

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of person(Promoters/KMP/ Directors/Immediate Relatives/others, etc)	Securities as on date of regulation coming into force		% of shareholding
		Type of security (For e.g.: shares, warrants, Convertible Debentures, etc.)	No.	
1	2	3	4	5

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option contracts held as on the date of regulation coming into force		
Contracts Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms	Contracts Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
[Regulation 7 (1) (b) read with Regulation, 6(2) - Disclosure on becoming a director/KMP/Promoter/member of the Promoter group]

To,
The Compliance Officer,
Diensten Tech Limited,
ISIN: INE0JRD01019

Date:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of person(KMP/Directors or Promoter or member of promoter group/immediate relative to/others, etc.)	Date of Appointment of Directors/KMP or Date of becoming Promoter/member of promoter group	Securities held at the time of becoming Promoter/member of promoter group/Appointment of Director/KMP		% of shareholding
			Type of security (For eg: shares, warrants, Convertible Debentures, etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. **Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of and other such persons as mentioned in Regulation 6(2):**

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

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

Name & Signature:

Designation:

Date:Place:

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
[Regulation 7 (2) read with Regulation, 6(2)- Continual Disclosure]**

**To,
The Compliance Officer,
Diensten Tech Limited,
ISIN: INE0JRD01019**

Date:

Details of change in holding of Securities of Promoter, Member of Promoter Group, Designated Persons or Director of a Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

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Details of trading by Promoter / Member of Promoter Group/Director / KMP/ Designated Persons and his Immediate Relatives i.e. acquisition / disposal of securities, if the value of securities traded, whether in 1 transaction or a series of transactions, over any calendar quarter, aggregates to a traded value exceeding Rs. 10 lakhs

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Details of trading subsequent to pre-clearance

Name, PAN, CIN/DIN, & address with contact nos.	Category of person (Promoter s/member of promoter group/KMP/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOP's etc.)
		Type of security (For e.g. – Shares Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of security (For e.g. – Shares Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Promoter, Designated Person or Director of and other such persons as mentioned in Regulation 6(2):

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts *lot size)	Notional Value	Number of units (contracts *lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

**ANNUAL DISCLOSURE
OF
STATEMENT OF HOLDINGS OF SECURITIES / DERIVATIVES OF PROMOTER,
DIRECTOR, KMP AND DESIGNATED PERSONS AND HIS/ HER IMMEDIATE RELATIVES**

To
The Compliance Officer
Diensten Tech Limited,
ISIN: INE0JRD01019

I. Statement of Holdings of Promoter(s), Member(s) of Promoter Group, Director(s), KMP(s) and Designated Persons(s) And His/her Immediate Relative(s)

Name	Designation	Department	No. of shares held as on 1st April, 20....	No. of shares bought/(sold) during the financial year	Date of purchase / (sale) during the financial year	No. of shares held as on 31st March, 20....	Folio No./ DP ID/ Client ID

II. Statement of Holdings of Immediate Relatives of Promoters, Members of Promoter Group/ KMPs and Directors

Name	Designation	Department	No. of shares held as on 1st April, 20....	No. of shares bought/(sold) during the financial year	Date of purchase / (sale) during the financial year	No. of shares held as on 31st March, 20....	Folio No./ DP ID/ Client ID

Signature
Date

FORM D

**Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulation, 2015
[Regulation 7 (3) – Transaction by other connected persons as identified by the
company]**

**Details of Trading in securities by other connected persons as identified by the
company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment/advice/acquisition of shares/sale/disposal of shares specify
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, rights entitlement etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, rights entitlement etc.)	No.	Value	Transaction Type (Purchase/sale/pledge/revocation/invocation/others-please specify)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, rights entitlement etc.)	No. and % of shareholding	From
1	2	3	4	5	6	7	8	9	10	11

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

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

Trading in derivatives (Specify type of contract, Futures or Options etc)					E
Type of Contract	Contract specifications	Buy	Sell		

		Notional Value	Number of units (contracts *lot size)	Notional Value	Number of units (contracts *lot size)
15	16	17	18	19	20

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

Name:

Signature:

Date:

Place:

CODE OF PRACTICE AND PROCEDURE

FOR

FAIR DISCLOSURE

OF

UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Reg. 8(1), Chapter – IV of SEBI (Prohibition of Insider Trading) Regulations, 2015)

Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") requires a listed company to formulate and publish on its official website a Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information (hereinafter referred as "Code") in adherence to the principles set out in Schedule A to the said Regulations, which was further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (here-in-after called as "regulations")

This Code is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information ("**UPSI**") which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

The Board of Directors of **Diensten Tech Limited** have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company will adhere to the following principles of fair disclosure of unpublished price sensitive information:

- a)** The company will make prompt public disclosure of unpublished price sensitive information to the stock exchange that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b)** The Company will make disclosure of unpublished price sensitive information on a continuous, immediate, uniform basis and will be universally dissemination to avoid selective disclosure.

- c) The Company Secretary & Compliance officer of the Company shall be designated as Chief Investor Relations Officer. The Chief Investor Relations Officer shall oversee the corporate disclosure and deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumors by exchanges.
- f) The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- g) The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- h) The Company will make recording of proceedings & discussion of meetings with analysts and other investor relations conferences and post relevant information on the official website – <https://w2bdemo.com/DEMO/dienstentech/investor.html> to ensure official confirmation and documentation of disclosures made.
- i) The Company will handle all unpublished price sensitive information on a need-to-know basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- j) Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as legitimate purposes as per its "Policy for determination of Legitimate Purpose" (**Annexure A**), for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.
- k) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the regulations.

- I) A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Disclosure of Code on Public Domain: This Code and any amendment thereof will be published on the Company's website <https://w2bdemo.com/DEMO/dienstentech/investor.html>

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

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI {Prohibition of insider Trading}(Amendment) Regulations, 2018]

1. PREFACE

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 (1) of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as "Policy". This Policy is prepared in compliance to the provisions of Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from -01st February, 2021.

2. Determination of Legitimate Purpose

a) **"Legitimate Purposes"** shall mean sharing of Unpublished Price Sensitive Information in the ordinary course of business on need to know basis with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulation:

- i. Partners and Staff Members of the Audit firm, who is appointed for Statutory Audit or for Internal Audit or Secretarial Audit.
- ii. Collaborators
- iii. Lenders
- iv. Customers
- v. Suppliers
- vi. Bankers
- vii. merchant bankers
- viii. legal advisors
- ix. Insolvency professionals or other advisors or consultants
- x. Any other person with whom Unpublished Price Sensitive Information is shared

b) **"Insider"** — any person in receipt of Unpublished Price Sensitive Information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations."

This Policy will be applicable to all "insiders" and will be effective from 19th October, 2022.
